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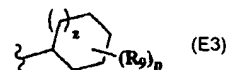
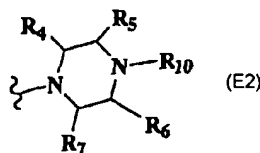
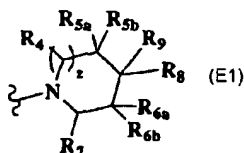
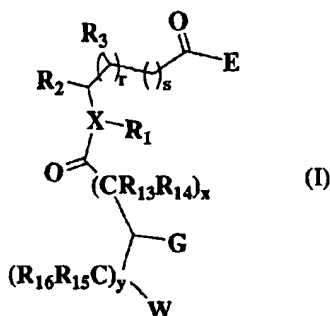
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[Continued on next page]

(54) Title: COMPOUNDS USEFUL AS MODULATORS OF MELANOCORTIN RECEPTORS AND PHARMACEUTICAL COMPOSITIONS COMPRISING SAME



(57) Abstract: Compounds having the formula (I), wherein E is formula (E1), (E2), (E3), or -NR₁₁R₁₂; G is a novel side chain selected from C₂₋₆alkenyl, A₃-aryl, -OR₁₈, heteroaryl, A₁-cyano, A₂-OR₁₇, A₁-C(=O)R₁₈, A₁-CO₂R₁₈, A₁-C(=O)NR₁₈R₁₉, A₁-OC(=O)R₁₈, A₁-NR₁₈C(=O)R₁₉, A₁-OC(=O)NR₁₈R₁₉, A₁-NR₁₈CO₂R₁₉, A₁-NR₁₈SO₂R₁₇, A₁-SO₂R₁₇, A₁-NR₂₀C(=O)NR₁₈R₁₉, and A₁-SR₁₈; or when y is O or when W is not NHR₂₂, G may be A₁-heterocyclo, wherein A₁ is a bond, C₁₋₆alkylene or C₂₋₆alkenylene, A₂ is C₁₋₆alkylene or C₂₋₆alkenylene, and A₃ is C₂₋₆alkenylene; W is selected from -NR₂₁R₂₂, -OR₂₃, -NR₂₁C(=O)R₂₄, -NR₂₁CO₂R₂₄, amidino, guanidino, or a heteroaryl, heterocyclo, or C₃₋₇cycloalkyl as defined in the specification, and X and R₁ through R₂₄ are as defined in the specification, are effective as modulators of melanocortin-receptors, particularly MC-1R and MC-4R.



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COMPOUNDS USEFUL AS MODULATORS OF MELANOCORTIN RECEPTORS AND PHARMACEUTICAL COMPOSITIONS COMPRISING SAME

Background

5 Melanocortin peptides, particularly α -melanocyte stimulating hormone (α -MSH), have a wide range of effects on biological functions including feeding behavior, pigmentation, and exocrine function. The biological effects of α -MSH are mediated by a sub-family of G protein-coupled receptors, termed melanocortin receptors. There are four melanocortin receptors: MC-1R, MC-3R, MC-4R, and MC-5R (MC-2R is not a receptor
10 for α -MSH but is the adrenocorticotrophic hormone {ACTH} receptor). Activating any one of these receptors results in stimulation of cAMP formation.

 MC-1R was first found in melanocytes. Naturally occurring inactive variants of MC-1R in animals were shown to lead to alterations in pigmentation and a subsequent lighter coat color. From these and other studies, it is evident that MC-1R is an important
15 regulator of melanin production and coat color in animals (or skin color in humans). MC-3R is expressed in the brain and peripheral tissues, and knock-out studies have revealed that MC-3R is responsible for alterations in feeding behavior and body weight. MC-4R is primarily expressed in the brain. Genetic knock-outs and pharmacologic manipulation of MC-4R in animals have shown that agonizing MC-4R causes weight loss
20 and antagonizing MC-4R produces weight gain. MC-5R is ubiquitously expressed in many peripheral tissues and in the brain, but its expression is greatest in exocrine glands. Genetic knock-out of this receptor in mice results in altered regulation of exocrine gland function, leading to changes in water repulsion and thermoregulation.

 Attention has been focused on the study of MC-3R and MC-4R modulators and
25 their use in treating body weight disorders, such as obesity and anorexia. However, evidence has shown that the melanocortin peptides have potent physiological effects besides their role in regulating pigmentation, feeding behavior, and exocrine function. In particular, α -MSH recently has been shown to induce a potent anti-inflammatory effect in both acute and chronic models of inflammatory diseases including inflammatory bowel
30 disease, renal ischemia/reperfusion injury, and endotoxin-induced hepatitis.

Administration of α -MSH (either i.p. or i.v.) in these models results in substantial lessening of inflammation-mediated tissue damage, a significant decrease in leukocyte infiltration, and a dramatic reduction in elevated levels of cytokines (*e.g.*, TNF- α), chemokines (*e.g.*, MCP-1, IL-8) and inflammatory mediators (*e.g.*, i-NOS and ICAM-1),
5 to near baseline levels. Earlier studies had shown that α -MSH acts as an "anti-cytokine" in many acute inflammatory models, in effect antagonizing the pro-inflammatory actions of TNF- α , IL-1 β , and IL-6.

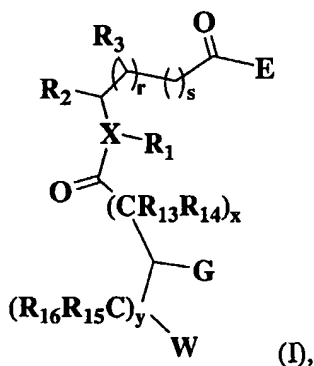
Recent studies have demonstrated that the anti-inflammatory actions of α -MSH are mediated by MC-1R. MC-1R is expressed in cells that are important regulators of the
10 immune response: monocyte/macrophages, neutrophils, endothelial, and mast cells. Stimulation with α -MSH results in a dampening of the inflammatory response in these cells, including inhibition of nitric oxide formation, decreased expression of co-stimulatory molecules and adhesion receptors, and importantly, an increase in the expression of IL-10, a cytokine with potent anti-inflammatory actions. Further studies
15 have shown that MC-1R selective peptides are as efficacious as α -MSH in eliciting an anti-inflammatory response.

The mechanism by which agonism of MC-1R results in an anti-inflammatory response is likely through inhibition of the pro-inflammatory transcription activator, NF- κ B. NF- κ B is a pivotal component of the pro-inflammatory cascade, and its activation is
20 a central event in initiating many inflammatory diseases. In a typical inflammatory response, NF- κ B is activated in response to an inflammatory stimulus and once activated, induces expression of a wide array of pro-inflammatory genes. Activation of MC-1R, and subsequent generation of cAMP and/or decreased production of nitric oxide, inhibits activation of NF- κ B. Thus, α -MSH exerts anti-inflammatory actions through stimulation
25 of MC-1R on cells involved in the inflammatory response and subsequent inhibition of the activation of the pro-inflammatory transcription factor NF- κ B. Additionally, anti-inflammatory actions of α -MSH may be in part, mediated by agonism of MC-3R and/or MC-5R.

The present invention provides compounds useful as modulators of the melanocortin receptors, including selective modulators of MC-1R and/or MC-4R. Melanocortin receptor modulators, particularly MC-1R and MC-4R modulators, are also disclosed in International application Serial No. _____, filed concomitantly herewith by the same inventors and applicant herein, claiming priority to US patent applications Serial Nos. 60/273,206, and 60/273,291, filed March 2, 2001, titled *"Compounds Useful as Modulators of Melanocortin Receptors and Pharmaceutical Compositions Comprising Same,"* the entire contents of which is incorporated herein by reference.

Summary of the Invention

The present invention is directed to compounds having the formula (I), useful as modulators of one or more melanocortin receptors,



and pharmaceutically-acceptable salts, hydrates, or prodrugs thereof, in which:

X is N or CH;

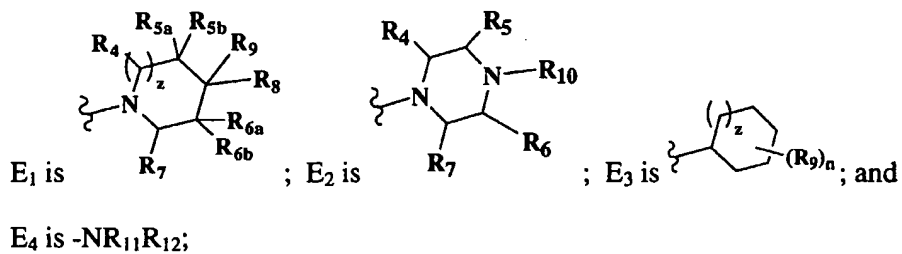
R₁ is hydrogen or C₁₋₆alkyl or is joined together with R₂ or R₃ to form a monocyclic or bicyclic aryl, cycloalkyl, heteroaryl or heterocycle;

R₂ is hydrogen, aryl, cycloalkyl, heteroaryl, or heterocyclo; or C₁₋₆alkyl or C₂₋₆alkenyl optionally substituted with one to three of hydroxy, alkoxy, halogen, cyano, trifluoromethyl, nitro, amino, alkylamino, aryl, cycloalkyl, heteroaryl, and/or

heterocyclo; or R_1 is joined together with R_2 or R_3 to form a monocyclic or bicyclic aryl, cycloalkyl, heteroaryl or heterocycle;

R_3 is hydrogen or C_{1-6} alkyl or is joined together with R_2 to form a monocyclic or bicyclic aryl, cycloalkyl, heteroaryl or heterocycle;

5 E is E_1 , E_2 , E_3 or E_4 , wherein



G is selected from C_{2-6} alkenyl, A_3 -aryl, $-OR_{18}$, heteroaryl, A_1 -cyano, A_2-OR_{17} ,

$A_1-C(=O)R_{18}$, $A_1-CO_2R_{18}$, $A_1-C(=O)NR_{18}R_{19}$, $A_1-OC(=O)R_{18}$,

10 $A_1-NR_{18}C(=O)R_{19}$, $A_1-OC(=O)NR_{18}R_{19}$, $A_1-NR_{18}CO_2R_{19}$, $A_1-NR_{18}SO_2R_{17}$,
 $A_1-SO_2R_{17}$, $A_1-NR_{20}C(=O)NR_{18}R_{19}$, and A_1-SR_{18} ; or when y is 0, or when W is
 a group other than NHR_{22} , G may be A_1 -heterocyclo, wherein A_1 is a bond, C_{1-6}
 alkylene or C_{2-6} alkenylene (straight or branched chain), A_2 is C_{1-6} alkylene or C_{2-6}
 alkenylene, and A_3 is C_{2-6} alkenylene;

15 W is selected from $-NR_{21}R_{22}$, $-OR_{23}$, $-NR_{21}C(=O)R_{24}$, $-NR_{21}CO_2R_{24}$, amidino,
 guanidino, or a substituted or unsubstituted heterocyclo, heteroaryl, or cycloalkyl
 selected from azepinyl, azetidiny, imidazolyl, imidazolidinyl, pyrazolyl, pyridyl,
 pyrazinyl, pyridazinyl, 1,2-dihydropyridazinyl, pyranyl, tetrahydropyranyl,
 piperazinyl, homopiperazinyl, pyrrolyl, pyrrolidinyl, piperidinyl, thiazolyl,
 20 tetrahydrothiazolyl, thienyl, furyl, tetrahydrofuryl, morpholinyl, isoquinolinyl,
 tetrahydroisoquinolinyl, tetrazolyl, oxazolyl, tetrahydro-oxazolyl, and C_{3-7}
 cycloalkyl, wherein said heteroaryl, heterocyclo or cycloalkyl groups may
 additionally have fused thereto an optionally substituted five-to-seven membered
 heterocyclic, heteroaryl, or carbocyclic ring;

25 R_4 and R_7 are independently selected from hydrogen, alkyl, substituted alkyl, halogen,
 hydroxy, alkoxy, and keto;

- R₅, R_{5a}, R_{5b}, R₆, R_{6a}, R_{6b}, R₈ and R₉ are independently hydrogen, halogen, cyano, alkyl, substituted alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclo, aryl, heteroaryl, -OR₂₅, -NR₂₅R₂₆, -SR₂₅, -S(O)_pR₂₆, -C(=O)R₂₅, -OC(=O)R₂₅, -CO₂R₂₅, -C(=O)NR₂₅R₂₆, -NR₂₅C(=O)R₂₆, -OC(=O)NR₂₅R₂₆, -NR₂₅CO₂R₂₆, -NR₂₇C(=O)NR₂₅R₂₆ or -NR₂₅SO₂R₂₆; or R_{5a} and R_{5b}, R_{6a} and R_{6b}, or R₈ and R₉ taken together form a keto group (=O) or a monocyclic or bicyclic cycloalkyl or heterocyclo joined in a spiro fashion to ring E, or alternatively, R_{5a} and/or R_{5b} together with R₈ and/or R₉, or R_{6a} and/or R_{6b} together with R₈ and/or R₉, join together to form a fused carbocyclic, heterocyclic, or heteroaryl ring; provided that, when G is a C₁₋₆alkyl substituted with -OR₁₇, -CO₂R₁₈, or -C(=O)NR₁₈R₁₉, then R_{5a}, R_{5b}, R_{6a}, and R_{6b} are hydrogen;
- R₁₀ is selected from hydrogen, alkyl, substituted alkyl, cycloalkyl, aryl, heteroaryl, and heterocyclo;
- R₁₁ is hydrogen or C₁₋₈alkyl;
- R₁₂ is C₁₋₈alkyl, substituted C₁₋₈alkyl, or cycloalkyl;
- R₁₃, R₁₄, R₁₅ and R₁₆ are selected independently of each other from hydrogen, alkyl, substituted alkyl, amino, alkylamino, hydroxy, alkoxy, aryl, cycloalkyl, heteroaryl, or heterocyclo, or R₁₃ and R₁₄, or R₁₅ and R₁₆, when attached to the same carbon atom, may join to form a spirocycloalkyl ring;
- R₁₇ is alkyl, cycloalkyl, aryl, heterocyclo, or heteroaryl;
- R₁₈, R₁₉, and R₂₀ are independently selected from hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, aryl, heteroaryl, cycloalkyl, heterocyclo, or C(=O)R₂₈; or when G is NH(C=O)R₁₉, R₁₉ may be a bond joined to W to define a heterocyclo ring; provided, however, that when y is at least one, W is imidazolyl, indolyl, -NR₂₁R₂₂, or -OR₂₃, and G is -NR₁₈C(=O)R₁₉, then R₁₉ is not a C₁-alkyl having the substituent -NR₂₉R₃₁;
- R₂₁ and R₂₂ are selected from hydrogen, alkyl, and substituted alkyl;
- R₂₃ and R₂₄ are independently hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, heterocyclo, and cycloalkyl;

R₂₅, R₂₆ and R₂₇ are independently hydrogen, alkyl, substituted alkyl, cycloalkyl, aryl, heterocyclo, or heteroaryl; or R₂₅ and R₂₆ may join together to form a heterocyclo or heteroaryl, except R₂₆ is not hydrogen when joined to a sulfonyl group as in -S(O)_pR₂₆ or -NR₂₅SO₂R₂₆;

5 R₂₈ is hydrogen, alkyl, or substituted alkyl;

R₂₉ and R₃₁ are selected from hydrogen, alkyl, haloalkyl, hydroxyalkyl, phenylalkyl, and alkoxycarbonylalkyl, or R₂₉ and R₃₀ taken together form a heterocyclo ring;

n is 0, 1, 2, 3 or 4;

p is 1, 2, or 3;

10 r and s are 0 or 1;

x is 0, 1, or 2;

y is 0, 1, 2, 3 or 4;

z is 0, 1, or 2.

15 The invention is further directed to pharmaceutical compositions comprising one or more compounds according to formula (I). The invention is further directed to methods of treating melanocortin-receptor associated conditions, as defined herein, as well as methods of agonizing or antagonizing the melanocortin receptors, more particularly, MC-1R and MC-4R. The invention is also directed more generally to small
20 molecule inhibitors of MC-1R, and to methods of treating diseases responsive to inhibition of MC-1R using a small molecule according to the invention.

Detailed Description of the Invention

The following are definitions of terms used in this specification. The initial
25 definition provided for a group or term herein applies to that group or term throughout the present specification, individually or as part of another group, unless otherwise indicated.

The term "alkyl" refers to straight or branched chain hydrocarbon groups having 1 to 12 carbon atoms, preferably 1 to 8 carbon atoms. Lower alkyl groups, that is, alkyl groups of 1 to 4 carbon atoms, are most preferred. When a subscript is used with reference to an alkyl or other group, the subscript refers to the number of carbon atoms that the group may contain.

The term "substituted alkyl" refers to an alkyl group as defined above having one, two or three substituents selected from the group consisting of halo, amino, cyano, keto ($=O$), $-OR_a$, $-SR_a$, NR_aR_b , $-(C=O)R_a$, $-CO_2R_a$, $-C(=O)NR_aR_b$, $-NR_aC(=O)R_b$, $NR_aCO_2R_b$, $-OC(=O)R_a$, $-OC(=O)NR_aR_b$, $-NR_cC(=O)NR_aR_b$, $NR_aSO_2R_d$, SO_2R_d , SO_3R_d , cycloalkyl, aryl, heteroaryl, or heterocycle, wherein the groups R_a , R_b , and R_c are selected from hydrogen, C_{1-6} alkyl, aryl, heteroaryl, heterocycle, cycloalkyl, or C_{1-6} alkyl substituted with halogen, hydroxy, methoxy, nitro, amino, cyano, $-(C=O)H$, $-CO_2H$, $-(C=O)alkyl$, $-CO_2alkyl$, $-NH(alkyl)$, $-NH(cycloalkyl)$, $-N(alkyl)_2$, carboxy, acyl, $-C(=O)H$, $-C(=O)phenyl$, $-CO_2-alkyl$, cycloalkyl, $-(C=O)NH_2$, $-(C=O)NH(alkyl)$, $-(C=O)NH(cycloalkyl)$, $-(C=O)N(alkyl)_2$, $-C(=O)-(CH_2)_{1-2}NH_2$, $-C(=O)-(CH_2)_1-2NH(alkyl)$, $-C(=O)-(CH_2)_{1-2}N(alkyl)_2$, $-NH-CH_2-carboxy$, $-NH-CH_2-CO_2-alkyl$, phenyl, benzyl, phenylethyl, or phenyloxy. The group R_d may be selected from the same group as R_a , R_b and R_c but is not hydrogen. Alternatively, the groups R_a and R_b may together form a heterocyclo or heteroaryl ring. It should be understood that when a substituted alkyl group is substituted with an aryl, cycloalkyl, heteroaryl, or heterocyclo, such rings are as defined below and thus may have one to three substituents as set forth below in the definitions for these terms.

When the term "alkyl" is used as a suffix following another specifically named group, *e.g.*, arylalkyl, heteroarylalkyl, the term defines with more specificity at least one of the substituents that the substituted alkyl will contain. For example, arylalkyl refers to an aryl bonded through an alkyl, or in other words, a substituted alkyl group having from 1 to 12 carbon atoms and at least one substituent that is aryl (*e.g.*, benzyl or biphenyl). "Lower arylalkyl" refers to substituted alkyl groups having 1 to 4 carbon atoms and at least one aryl substituent.

The term "alkenyl" refers to straight or branched chain hydrocarbon groups having 2 to 12 carbon atoms and at least one double bond. Alkenyl groups of 2 to 6 carbon atoms and having one double bond are most preferred.

5 The term "alkynyl" refers to straight or branched chain hydrocarbon groups having 2 to 12 carbon atoms and at least one triple bond. Alkynyl groups of 2 to 6 carbon atoms and having one triple bond are most preferred. A substituted alkenyl or alkynyl will contain one, two, or three substituents as defined above for alkyl groups.

The term "alkylene" refers to bivalent straight or branched chain hydrocarbon groups having 1 to 12 carbon atoms, preferably 1 to 8 carbon atoms, *e.g.*, $\{-\text{CH}_2-\}_n$,
10 wherein n is 1 to 12, preferably 1-8. Lower alkylene groups, that is, alkylene groups of 1 to 4 carbon atoms, are most preferred. The terms "alkenylene" and "alkynylene" refer to bivalent radicals of alkenyl and alkynyl groups, respectively, as defined above. Substituted alkylene, alkenylene, and alkynylene groups may have substituents as defined above for substituted alkyl groups.

15 The term "alkoxy" refers to the group OR_e wherein R_e is alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, heterocycle, or cycloalkyl. Thus, an alkoxy includes such groups as methoxy, phenyloxy, benzyloxy, and so forth. The term "aryloxy" refers to the groups $\text{O}(\text{aryl})$ or $\text{O}(\text{heteraryl})$, wherein aryl and heteroaryl are as defined below.

20 The term "alkylthio" refers to an alkyl or substituted alkyl group as defined above bonded through one or more sulfur ($-\text{S}-$) atoms, *e.g.*, $-\text{S}(\text{alkyl})$ or $-\text{S}(\text{alkyl}-R_a)$.

The term "alkylamino" refers to an alkyl or substituted alkyl group as defined above bonded through one or more nitrogen ($-\text{NR}_g-$) groups, wherein R_g is hydrogen, alkyl, substituted alkyl, or cycloalkyl.

25 The term "acyl" refers to an alkyl or substituted alkyl group as defined above bonded through one or more carbonyl $\{-\text{C}(=\text{O})-\}$ groups. When the term acyl is used in conjunction with another group, as in acylamino, this refers to the carbonyl group $\{-\text{C}(=\text{O})\}$ linked to the second group. Thus, acylamino refers to $-\text{C}(=\text{O})\text{NH}_2$, substituted

acylamino refers to the group $-\text{C}(=\text{O})\text{NRR}$, and acylaryl refers to $-\text{C}(=\text{O})(\text{aryl})$ and $-\text{C}(=\text{O})(\text{naphthyl})$.

The term "aminoacyl" refers to the group $-\text{N}_f\text{R}_g\text{C}(=\text{O})\text{R}_g$, wherein R_g is hydrogen, alkyl, or substituted alkyl, and R_f is as defined above for alkylamino groups.

5 The term "halo" or "halogen" refers to chloro, bromo, fluoro and iodo.

The term "carboxy" when used alone refers to the group CO_2H . Carboxyalkyl refers to the group CO_2R , wherein R is alkyl or substituted alkyl.

10 The term "sulphonyl" refers to a sulfoxide group (i.e., $-\text{S}(\text{O})_{1-2}$) linked to an organic radical including an alkyl, alkenyl, alkynyl, substituted alkyl, substituted alkenyl, or substituted alkynyl group, as defined above. The organic radical to which the sulfoxide group is attached may be monovalent (e.g., $-\text{SO}_2\text{-alkyl}$), or bivalent (e.g., $-\text{SO}_2\text{-alkylene}$, etc.)

The term "amidino" refers to the group $-\text{NR}_h-\overset{\text{NR}_i}{\underset{\text{||}}{\text{C}}}-\text{R}_j$, and the term

"guanidino" refers to the group $-\text{NR}_h-\overset{\text{NR}_i}{\underset{\text{||}}{\text{C}}}-\text{NHR}_j$, wherein for each of amidino and

15 guanidino R_h , R_i , and R_j may be hydrogen, alkyl, or substituted alkyl, or any two of R_h , R_i , and R_j may join to form a heterocycle or heteroaryl ring with the other of R_h , R_i , and R_j comprising hydrogen, alkyl, or substituted alkyl.

20 The term "cycloalkyl" refers to substituted and unsubstituted monocyclic or bicyclic hydrocarbon groups of 3 to 9 carbon atoms which are, respectively, fully saturated or partially unsaturated, including a fused aryl ring, for example, an indan. A cycloalkyl group may be substituted by one or more (such as one to three) substituents selected from alkyl, substituted alkyl, aminoalkyl, halogen, cyano, nitro, trifluoromethyl, hydroxy, alkoxy, alkylamino, sulphonyl, $-\text{SO}_2(\text{aryl})$, $-\text{CO}_2\text{H}$, $-\text{CO}_2\text{-alkyl}$, $-\text{C}(=\text{O})\text{H}$, keto, $-\text{C}(=\text{O})-(\text{CH}_2)_{1-2}\text{NH}_2$, $-\text{C}(=\text{O})-(\text{CH}_2)_{1-2}\text{NH}(\text{alkyl})$, $-\text{C}(=\text{O})-(\text{CH}_2)_{1-2}\text{N}(\text{alkyl})_2$, acyl, aryl, 25 heterocycle, heteroaryl, or another cycloalkyl ring of 3 to 7 carbon atoms. The term "cycloalkylene" refers to a cycloalkyl forming a link or spacer between two other groups, i.e., a cycloalkylene is a cycloalkyl that is bonded to at least two other groups. The term


cycloalkyl includes saturated or partially unsaturated carbocyclic rings having a carbon-carbon bridge of three to four carbon atoms or having a benzene ring joined thereto.

The term "aryl" refers to substituted and unsubstituted phenyl, 1-naphthyl and 2-naphthyl, with phenyl being preferred. The aryl may have zero, one, two or three substituents selected from the group consisting of alkyl, substituted alkyl, alkoxy, alkylthio, halo, hydroxy, nitro, cyano, amino, trifluoromethyl, trifluoromethoxy, sulphonyl, -SO₂(aryl), -NH(alkyl), -NH(cycloalkyl), -N(alkyl)₂, carboxy, acyl, -C(=O)H, -C(=O)phenyl, -CO₂-alkyl, cycloalkyl, -(C=O)NH₂, -(C=O)NH(alkyl), -(C=O)NH(cycloalkyl), -(C=O)N(alkyl)₂, -NH-CH₂-carboxy, -NH-CH₂-CO₂-alkyl, -C(=O)-(CH₂)₁₋₂NH₂, -C(=O)-(CH₂)₁₋₂NH(alkyl), -C(=O)-(CH₂)₁₋₂N(alkyl)₂, phenyl, benzyl, phenylethyl, phenyloxy, phenylthio, heterocyclo, heteroaryl, or a C₃₋₇cycloalkyl ring. The term "arylene" refers to an aryl as defined above forming a link or spacer between two other groups, *i.e.*, an arylene is an aryl that is bonded to at least two other groups.

The term "carbocyclo" or "carbocyclic" refers to a cyclic group in which all ring atoms are carbon, including optionally-substituted cycloalkyl and aryl groups, as defined herein.

The term "heterocyclo" or "heterocycle" refers to substituted and unsubstituted non-aromatic 3 to 7 membered monocyclic groups, 7 to 11 membered bicyclic groups, and 10 to 15 membered tricyclic groups which have at least one heteroatom (O, S or N) in at least one of the rings. Each ring of the heterocyclo group containing a heteroatom can contain one or two oxygen or sulfur atoms and/or from one to four nitrogen atoms provided that the total number of heteroatoms in each ring is four or less, and further provided that the ring contains at least one carbon atom. The fused rings completing the bicyclic and tricyclic groups may contain only carbon atoms and may be saturated, partially saturated, or unsaturated. The nitrogen and sulfur atoms may optionally be oxidized and the nitrogen atoms may optionally be quaternized. The heterocyclo group may be attached at any available nitrogen or carbon atom. The heterocyclo ring may contain one, two or three substituents selected from the group consisting of halo, amino, cyano, alkyl, substituted alkyl, trifluoromethyl, trifluoromethoxy, sulphonyl, -SO₂(aryl), -


NH(alkyl), -NH(cycloalkyl), -N(alkyl)₂, alkoxy, alkylthio, hydroxy, nitro, phenyl, benzyl, phenylethyl, phenyloxy, phenylthio, carboxy, -CO₂-alkyl, cycloalkyl, -C(=O)H, acyl, -C(=O)NH₂, -(C=O)NH(alkyl), -(C=O)NH(cycloalkyl), -(C=O)N(alkyl)₂, -NH-CH₂-carboxy, -NH-CH₂-CO₂-alkyl, -C(=O)-(CH₂)₁₋₂NH₂, -C(=O)-(CH₂)₁₋₂NH(alkyl), -C(=O)-(CH₂)₁₋₂N(alkyl)₂, heterocyclo, heteroaryl, a C₃₋₇cycloalkyl ring. keto, =N-OH, =N-O-lower alkyl, or a five or six membered ketal, *i.e.*, 1,3-dioxolane or 1,3-dioxane. The heterocyclo ring may have a sulfur heteroatom that is substituted with one or more

oxygen (=O) atoms, as for example, in . The term "heterocyclene" refers to a heterocycle as defined above forming a link or spacer between two other groups.

Exemplary monocyclic groups include azetidiny, pyrrolidinyl, oxetanyl, imidazoliny, oxazolidinyl, isoxazolinyl, thiazolidinyl, isothiazolidinyl, tetrahydrofuranyl, piperidinyl, piperazinyl, 2-oxopiperazinyl, 2-oxopiperidinyl, 2-oxopyrrolodinyl, 2-oxoazepinyl, azepinyl, 4-piperidonyl, tetrahydropyranyl, morpholinyl, thiamorpholinyl, thiamorpholinyl sulfoxide, thiamorpholinyl sulfone, 1,3-dioxolane and tetrahydro-1,1-dioxothienyl and the like. Exemplary bicyclic heterocyclo groups include quinuclidinyl.

The term "heteroaryl" refers to substituted and unsubstituted aromatic 5 or 6 membered monocyclic groups, 9 or 10 membered bicyclic groups, and 11 to 14 membered tricyclic groups which have at least one heteroatom (O, S or N) in at least one of the rings. Each ring of the heteroaryl group containing a heteroatom can contain one or two oxygen or sulfur atoms and/or from one to four nitrogen atoms provided that the total number of heteroatoms in each ring is four or less and each ring has at least one carbon atom. The fused rings completing the bicyclic and tricyclic groups may contain only carbon atoms and may be saturated, partially saturated, or unsaturated. The nitrogen and sulfur atoms may optionally be oxidized and the nitrogen atoms may optionally be quaternized. Heteroaryl groups which are bicyclic or tricyclic must include at least one fully aromatic ring but the other fused ring or rings may be aromatic or non-aromatic. The heteroaryl group may be attached at any available nitrogen or carbon atom of any ring. The heteroaryl ring system may contain one, two or three substituents selected from the group consisting of halo, amino, cyano, alkyl, substituted alkyl, trifluoromethyl,

trifluoromethoxy, sulphonyl, -SO₂(aryl), -NH(alkyl), -NH(cycloalkyl), -N(alkyl)₂, alkoxy, alkylthio, hydroxy, nitro, phenyl, benzyl, phenylethyl, phenyloxy, phenylthio, carboxy, -CO₂-alkyl, cycloalkyl, -C(=O)H, acyl, -(C=O)NH₂, -(C=O)NH(alkyl), -(C=O)NH(cycloalkyl), -(C=O)N(alkyl)₂, -NH-CH₂-carboxy, -NH-CH₂-CO₂-alkyl, -
 5 C(=O)-(CH₂)₁₋₂NH₂, -C(=O)-(CH₂)₁₋₂NH(alkyl), -C(=O)-(CH₂)₁₋₂N(alkyl)₂, heterocylco, heteroaryl, or a C₃₋₇cycloalkyl ring. The heterocyclo ring may have a sulfur heteroatom

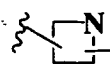
that is substituted with one or more oxygen (=O) atoms, as for example, in . The term "heteroarylene" or "heterarylene" refers to a heteroaryl as defined above forming a link or spacer between two other groups, *i.e.*, it is a heteroaryl that is bonded to at least
 10 two other groups.

Exemplary monocyclic heteroaryl groups include pyrrolyl, pyrazolyl, pyrazolinyl, imidazolyl, oxazolyl, isoxazolyl, thiazolyl, thiadiazolyl, isothiazolyl, furanyl, thienyl, oxadiazolyl, pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, triazinyl and the like.

Exemplary bicyclic heteroaryl groups include indolyl, benzothiazolyl,
 15 benzodioxolyl, benzoxazolyl, benzothienyl, quinolinyl, tetrahydroisoquinolinyl, isoquinolinyl, benzimidazolyl, benzopyranyl, indolizinyl, benzofuranyl, chromonyl, coumarinyl, benzopyranyl, cinnolinyl, quinoxalinyl, indazolyl, pyrrolopyridyl, furopyridinyl, dihydroisoindolyl, tetrahydroquinolinyl and the like.

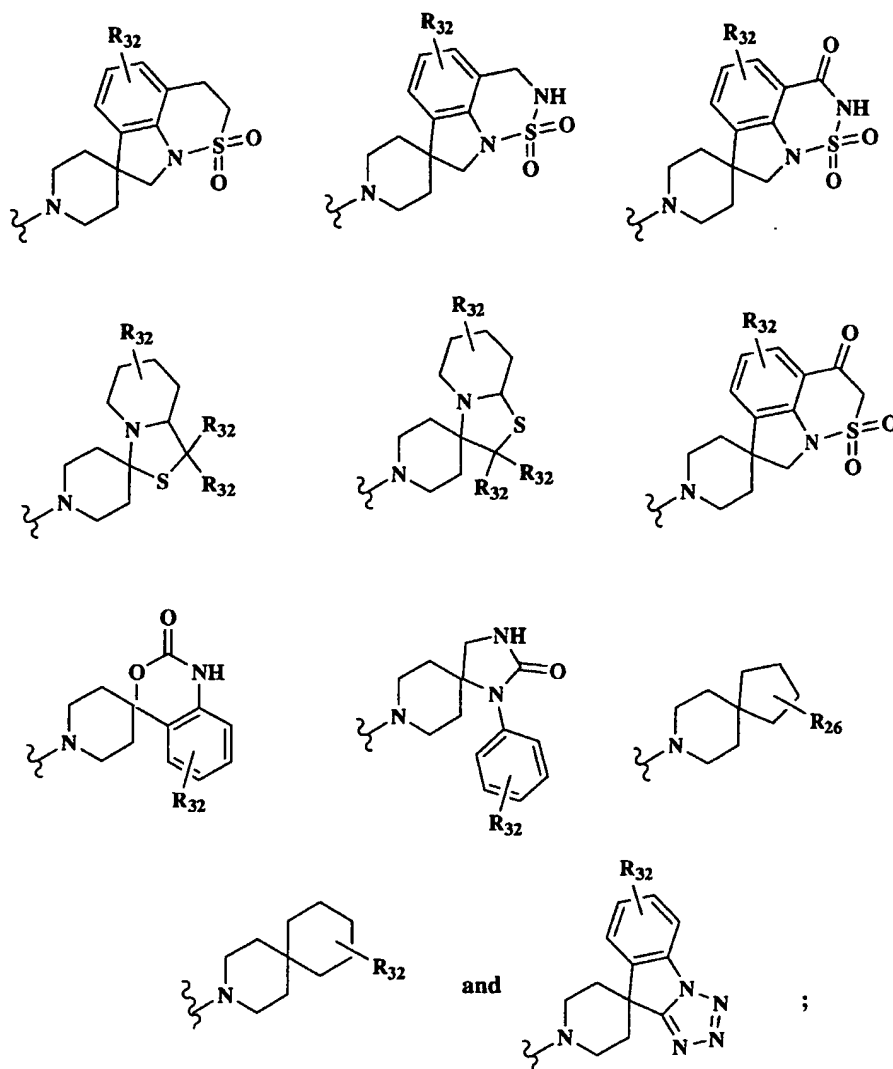
Exemplary tricyclic heteroaryl groups include carbazolyl, benzidolyl,
 20 phenanthrollinyl, acridinyl, phenanthridinyl, xanthenyl and the like.

When reference is made herein to a particularly-named substituted heterocyclic or heteroaryl group, such as "substituted azepinyl," "substituted homopiperazinyl," "substituted imidazolyl," "substituted piperazinyl," and so forth, the named ring may contain one or more (preferably one to three) substituents selected from halo, amino,
 25 cyano, nitro, alkyl, substituted alkyl (*e.g.*, trifluoromethyl), -NH(alkyl), -NH(cycloalkyl), -N(alkyl)₂, hydroxy, alkoxy, alkylthio, carboxy, -CO₂-alkyl, -C(=O)H, acyl, -(C=O)NH₂, -(C=O)NH(alkyl), -(C=O)NH(cycloalkyl), -(C=O)N(alkyl)₂, -NH-CH₂-carboxy, -NH-CH₂-CO₂-alkyl, cycloalkyl, phenyl, benzyl, phenylethyl, phenyloxy, phenylthio, heterocylco, and heteroaryl. The term azetidiny refers to an optionally-substituted four

membered ring having one nitrogen heteroatom, i.e.,  (R)₀₋₃, wherein R can be any substituent defined herein for heterocyclo groups and unless otherwise stated, the azetidinyl ring can be attached to another group at any available carbon atom or at the nitrogen atom.

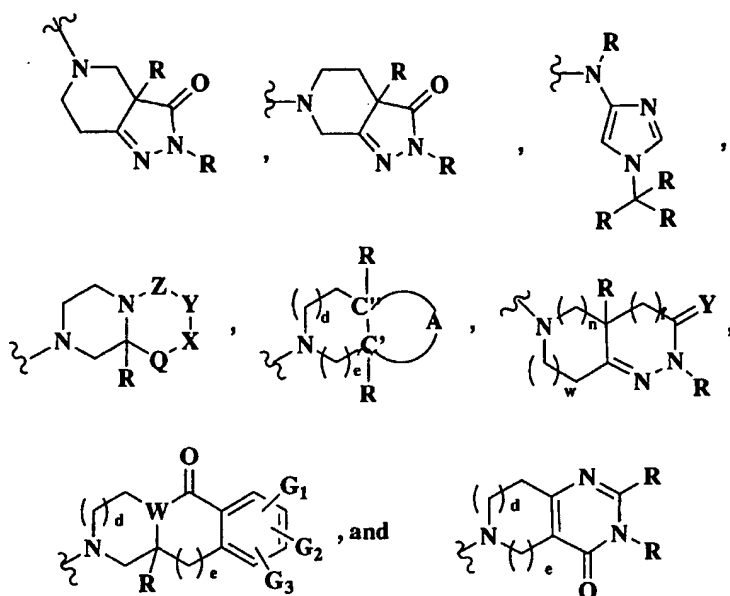
5 When reference is made to a particularly-named group having at least one heterocyclo, heteroaryl, or carbocyclic ring “joined” thereto, it is meant that two substituents attached to the same, adjacent, or non-adjacent atoms of the particularly-named group may join to form a second or third ring (*i.e.*, the further ring may be fused, bridged or attached in a spiro fashion.) Each ring of these bicyclic or tricyclic groups
10 may be optionally substituted, wherein the substituents are selected from those recited above for cycloalkyl, aryl, heterocyclo and heteroaryl groups. Thus, the term “substituted imidazole” includes a monocyclic imidazole having one or more substituents selected from halo, amino, cyano, nitro, alkyl, substituted alkyl (*e.g.*, trifluoromethyl), -NH(alkyl), -NH(cycloalkyl), -N(alkyl)₂, hydroxy, alkoxy, alkylthio, carboxy, -CO₂-alkyl, cycloalkyl,
15 acyl, -C(=O)H, (C=O)NH₂, -(C=O)NH(alkyl), -(C=O)NH(cycloalkyl), -(C=O)N(alkyl)₂, -NH-CH₂-carboxy, -NH-CH₂-CO₂-alkyl, phenyl, benzyl, phenylethyl, phenyloxy, phenylthio, heterocyclo, and heteroaryl. An imidazole having at least one ring joined thereto may include an aryl-fused imidazole such as benzimidazole having one or more (preferably one to three substituents), to an heteroaryl-fused imidazole such as a
20 pyridoimidazole having one or more (preferably one to three) substituents, and so forth.

Accordingly, the above definitions and optional substituents for cycloalkyl, heterocyclo, and heteroaryl groups include spirocyclic ring systems. To illustrate, in compounds of formula (I) above, R₈ and R₉ are recited as optionally forming a spirocyclic ring. Thus, when z is 1, R₈ and R₉ together with the group E to which they
25 are attached may be selected from the following exemplary groups, among others:



in which each R_{32} group is hydrogen or selected from the above-recited substituents for aryl, cycloalkyl, heterocyclo and heteroaryl groups.

5 Additionally, one skilled in the field may make appropriate substitutions for the various groups of compounds of formula (I) herein, without departing from the spirit and scope of the invention. For example, it will be appreciated that in compounds of formula (I), the group E can be selected from, or replaced with, groups such as,



as defined in WO 02/00654 and WO 01/91752, wherein the various groups R, A, G₁₋₃, Q, W, X, Y, Z, d, e, f, n and w, may be selected from groups recited in WO 02/00654 and/or WO 01/91752, incorporated herein by reference.

Throughout the specification, groups and substituents thereof may be chosen to provide stable moieties and compounds.

The compounds of formula I form salts which are also within the scope of this invention. Reference to a compound of the formula I herein is understood to include reference to salts thereof, unless otherwise indicated. The term "salt(s)", as employed herein, denotes acidic and/or basic salts formed with inorganic and/or organic acids and bases. In addition, when a compound of formula I contains both a basic moiety, such as, but not limited to an amine or a pyridine or imidazole ring, and an acidic moiety, such as, but not limited to a carboxylic acid, zwitterions ("inner salts") may be formed and are included within the term "salt(s)" as used herein. Pharmaceutically acceptable (*i.e.*, non-toxic, physiologically acceptable) salts are preferred, although other salts are also contemplated as within the scope of the invention, *e.g.*, they may be useful in isolation or purification steps which may be employed during preparation. Salts of the compounds of the formula I may be formed, for example, by reacting a compound of the formula I with

an amount of acid or base, such as an equivalent amount, in a medium such as one in which the salt precipitates or in an aqueous medium followed by lyophilization.

The compounds of formula I which contain a basic moiety, such as, but not limited to an amine or a pyridine or imidazole ring, may form salts with a variety of organic and inorganic acids. Exemplary acid addition salts include acetates (such as those formed with acetic acid or trihaloacetic acid, for example, trifluoroacetic acid), adipates, alginates, ascorbates, aspartates, benzoates, benzenesulfonates, bisulfates, borates, butyrates, citrates, camphorates, camphorsulfonates, cyclopentanepropionates, digluconates, dodecylsulfates, ethanesulfonates, fumarates, glucoheptanoates, glycerophosphates, hemisulfates, heptanoates, hexanoates, hydrochlorides (formed with hydrochloric acid), hydrobromides (formed with hydrogen bromide), hydroiodides, 2-hydroxyethanesulfonates, lactates, maleates (formed with maleic acid), methanesulfonates (formed with methanesulfonic acid), 2-naphthalenesulfonates, nicotines, nitrates, oxalates, pectinates, persulfates, 3-phenylpropionates, phosphates, picrates, pivalates, propionates, salicylates, succinates, sulfates (such as those formed with sulfuric acid), sulfonates (such as those mentioned herein), tartrates, thiocyanates, toluenesulfonates such as tosylates, undecanoates, and the like.

The compounds of formula I which contain an acidic moiety, such as, but not limited to a carboxylic acid, may form salts with a variety of organic and inorganic bases. Exemplary basic salts include ammonium salts, alkali metal salts such as sodium, lithium, and potassium salts, alkaline earth metal salts such as calcium and magnesium salts, salts with organic bases (for example, organic amines) such as benzathines, dicyclohexylamines, hydrabamines [formed with N,N-bis(dehydroabietyl)ethylenediamine], N-methyl-D-glucamines, N-methyl-D-glucamides, t-butyl amines, and salts with amino acids such as arginine, lysine and the like. Basic nitrogen-containing groups may be quaternized with agents such as lower alkyl halides (*e.g.*, methyl, ethyl, propyl, and butyl chlorides, bromides and iodides), dialkyl sulfates (*e.g.*, dimethyl, diethyl, dibutyl, and diamyl sulfates), long chain halides (*e.g.*, decyl, lauryl, myristyl and stearyl chlorides, bromides and iodides), aralkyl halides (*e.g.*, benzyl and phenethyl bromides), and others.

Prodrugs and solvates of the compounds of this invention are also contemplated herein. The term "prodrug", as employed herein, denotes a compound which, upon administration to a subject, undergoes chemical conversion by metabolic or chemical processes to yield a compound of the formula I, and/or a salt and/or solvate thereof.

5 Solvates of the compounds of formula I are preferably hydrates.

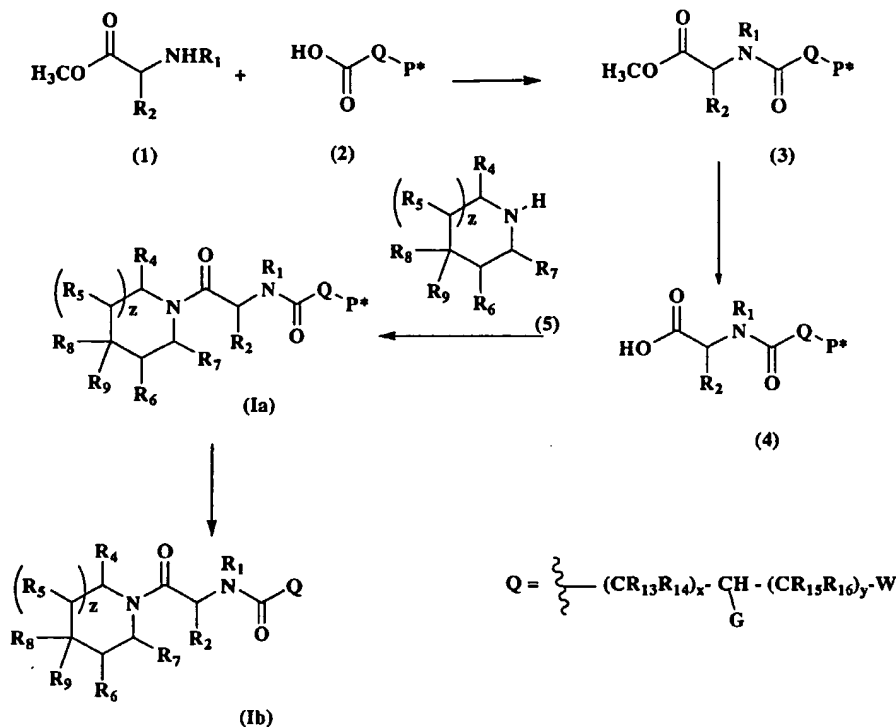
Compounds of the formula I and salts thereof may exist in their tautomeric form (for example, as an amide or imino ether). All such tautomeric forms are contemplated herein as part of the present invention.

All stereoisomers of the present compounds, such as those, for example, which
10 may exist due to asymmetric carbons, including enantiomeric forms (which may exist even in the absence of asymmetric carbons) and diastereomeric forms, are contemplated and within the scope of this invention. Individual stereoisomers of the compounds of this invention may, for example, be substantially free of other isomers, or may be admixed, for example, as racemates or with all other or other selected, stereoisomers. The chiral
15 centers of the present invention can have the S or R configuration as defined by the IUPAC 1974 Recommendations.

Methods of Preparation

The compounds of the present invention may be prepared by methods such as
20 those illustrated in the following Schemes I to III. Starting materials are commercially available or can be readily prepared by one of ordinary skill in the art using known methods. For all of the schemes and compounds, the designated groups such as E, W, R₈, R₉, etc., are as described above for a compound of formula I, unless otherwise indicated.

Solvents, temperatures, pressures, and other reaction conditions may readily be
25 selected by one of ordinary skill in the art. Starting materials are commercially available or readily prepared by one of ordinary skill in the art. High Speed Analoging (HSA) may be employed in the preparation of compounds, for example, where the intermediates possess a carboxylic acid or amino group.

Scheme I

Compounds of formula (Ib) can be prepared from compounds (Ia) [wherein P^* is
 5 an amino protecting group, such as -Boc-, -CBZ-, -Fmoc-, which can be present in Q as
 in formula (Ia) or independently bonded to Q] via an appropriate amine deprotection
 process in an inert solvent at a temperature in the range -10°C to 100°C . The choice of
 deprotection routes can be chosen by one of ordinary skill in the art. They include, but
 are not limited to TFA or hydrogen chloride acid for -Boc-, hydrogenation with an
 10 appropriate metal catalyst (such as Pd), for -CBZ-, or a base, such as NMM or DEA, for
 -Fmoc-. Inert solvents include, but are not limited to methylene dichloride, alcoholic
 solvents, THF, acetic acid, DMF, acetonitrile, and dioxane.

Compounds of formula (Ia) can be prepared by the coupling of compounds of
 formula (5) with compounds (4) using an appropriate carboxylic acid activating reagent
 15 in an inert solvent. Exemplary carboxylic acid activating agents include
 carbonyldiimidazole, dicyclohexylcarbodiimide, pentofluorophenol trifluoroacetate, 1-(3-

dimethylaminopropyl)-3-ethylcarbodiimide, or other activating agents known by one of ordinary skill in the art. Exemplary inert solvents include ethers, including THF and dioxane, DMF, acetonitrile, or CH_2Cl_2 .

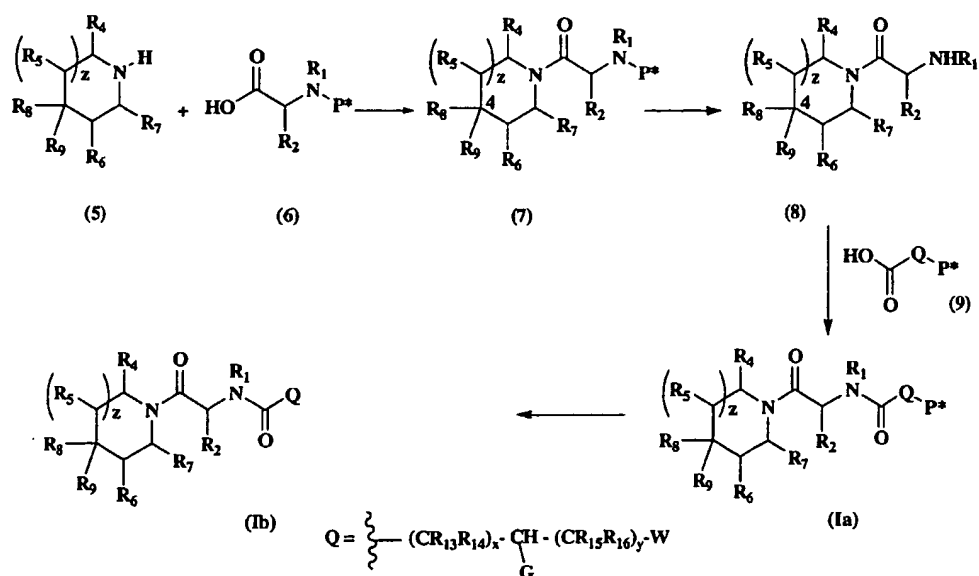
Compounds (4) can be prepared by the hydrolysis of compounds (3) using a
5 hydroxide source. Exemplary hydroxide sources include NaOH or LiOH. Exemplary solvents include water, alcohols, and mixtures of ethers/water.

Compounds (3) can be prepared by the coupling of compounds (1) and (2) using an appropriate carboxylic acid activating reagent in an inert solvent. Exemplary
10 carboxylic acid activating agents include carbonyldiimidazole, dicyclohexylcarbodiimide, pentofluorophenol trifluoroacetate, 1-(3-dimethylaminopropyl)-3-ethylcarbodiimide, or other activating agents known by one of ordinary skill in the art. Exemplary inert solvents include ethers, including THF and dioxane, DMF, acetonitrile, or CH_2Cl_2 .

Compounds (1), (2) and (3) are either commercially available or available by methods known to one of ordinary skill in the art.

15

Scheme II



Compounds of formula (Ib) can be prepared from compounds of formula (Ia) [wherein P* is an amino-protecting group as in Scheme I] via an appropriate amine deprotection process in an inert solvent at a temperature in the range from -10°C to 100°C. The choice of deprotection routes can be chosen by one of ordinary skill in the art. They include, but are not limited to TFA or hydrogen chloride acid for -Boc-, hydrogenation with an appropriate metal catalyst for -CBZ-, or a base, such as NMM or DEA, for -Fmoc-. Inert solvents include, but are not limited to methylene dichloride, alcoholic solvents, THF, acetic acid, DMF, acetonitrile, and dioxane.

Compounds of formula (Ia) can be prepared by the coupling of compounds (8) and (9) using an appropriate carboxylic acid activating reagent in an inert solvent. Exemplary carboxylic acid activating agents include carbonyldiimidazole, dicyclohexylcarbodiimide, pentafluorophenol trifluoroacetate, 1-(3-dimethylaminopropyl)-3-ethylcarbodiimide, or other activating agents known by one of ordinary skill in the art. Exemplary inert solvents include ethers, including THF and dioxane, DMF, acetonitrile, or CH₂Cl₂.

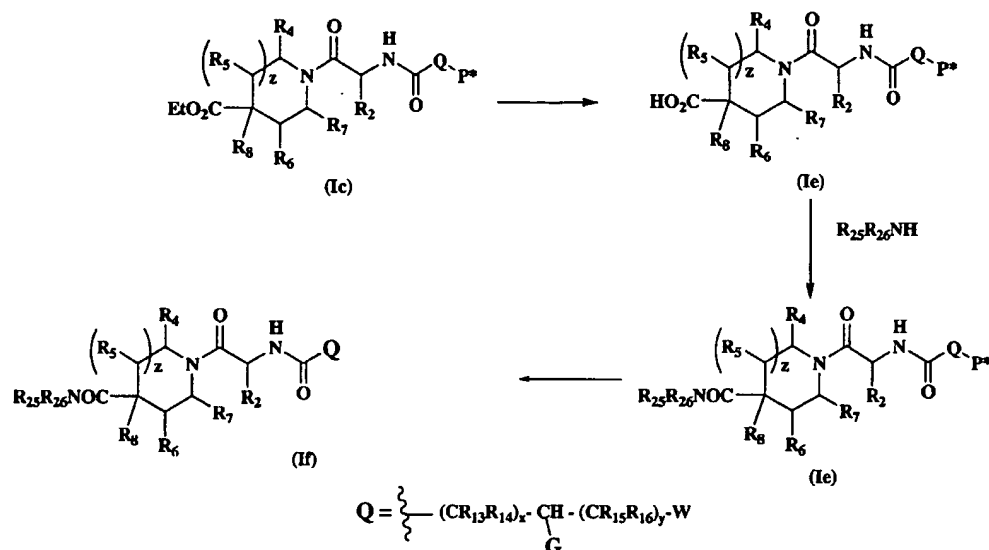
Compounds (8) [wherein P* is an amino-protecting group as above] can be prepared from compounds (7) via an appropriate amine deprotection process in an inert solvent at temperatures ranging from -10°C to 100°C. The choice of deprotection routes can be chosen by one of ordinary skill in the art and include those referenced above in Scheme I for -Boc-, -CBZ-, and -Fmoc-. Inert solvents include, but are not limited to methylene dichloride, alcoholic solvents, THF, acetic acid, DMF, acetonitrile, and dioxane.

Compounds (7) can be prepared by the coupling of compounds (5) and (6) using an appropriate carboxylic acid activating reagent in an inert solvent. Exemplary carboxylic acid activating agents include carbonyldiimidazole, dicyclohexylcarbodiimide, pentafluorophenol trifluoroacetate, 1-(3-dimethylaminopropyl)-3-ethylcarbodiimide, or other activating agents known by one of ordinary skill in the art. Exemplary inert solvents include ethers, including THF and dioxane, DMF, acetonitrile, or CH₂Cl₂.

Compounds (5) and (6) are either commercially available or available by methods known to one of ordinary skill in the art.

Scheme III

5



Compounds of formula (If) can be prepared from compounds of formula (Ie) [wherein P* is an amino protecting group as in Scheme I] via an appropriate amine deprotection process chosen by one of ordinary skill in the art, such as described above in Schemes I and II.

Compounds of formula (Ie) can be prepared by the coupling of compounds of formula (Id) with amines of the formula $R_{25}R_{26}NH$ using an appropriate carboxylic acid activating reagent in an inert solvent. Exemplary carboxylic acid activating agents include carbonyldiimidazole, dicyclohexylcarbodiimide, pentofluorophenol trifluoroacetate, 1-(3-dimethylaminopropyl)-3-ethylcarbodiimide, or other activating agents known by one of ordinary skill in the art. Exemplary inert solvents include ethers, including THF and dioxane, DMF, acetonitrile, or CH_2Cl_2 .

Compounds of formula (Id) can be prepared by the hydrolysis of compounds of formula (Ic) using a hydroxide source. Exemplary hydroxide sources include NaOH or LiOH. Exemplary solvents include water, alcohols, and mixtures of ethers/water.

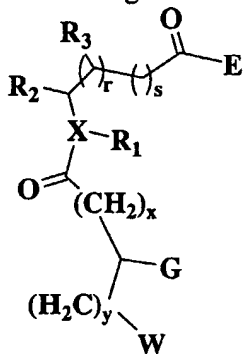
Amines of the formula $R_{13}R_{14}NH$ are either commercially available or available
5 by methods known to one of ordinary skill in the art. Compounds of formula (Ic) can be
prepared as described above in Schemes I and II.

All documents cited in the present specification are incorporated herein by reference in their entirety.

Preferred Compounds

10

Preferred compounds are those having the formula,



and pharmaceutically-acceptable salts, hydrates, or prodrugs thereof, in which:

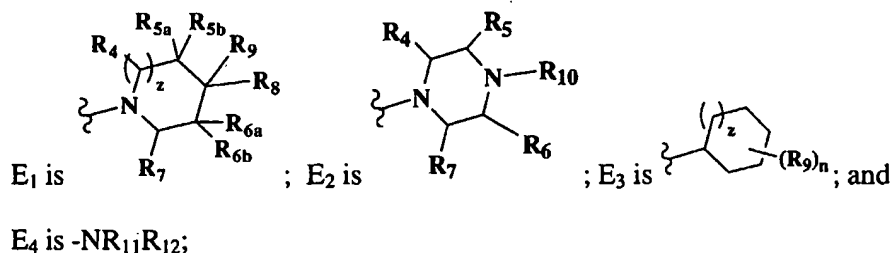
15 X is N or CH;

R₁ is hydrogen or C₁₋₆alkyl or is joined together with R₂ or R₃ to form a monocyclic or bicyclic heteroaryl or heterocycle;

R₂ is hydrogen, aryl, cycloalkyl, heteroaryl, heterocyclo, or C₁₋₆alkyl or C₂₋₆alkenyl optionally substituted with one to three of hydroxy, halogen, aryl, cycloalkyl, heteroaryl, and/or heterocyclo; or R₁ is joined together with R₂ or R₃ to form a monocyclic or bicyclic aryl, cycloalkyl, heteroaryl or heterocycle;

R₃ is hydrogen or C₁₋₆alkyl or is joined together with R₂ to form a monocyclic or bicyclic aryl, cycloalkyl, heteroaryl or heterocycle;

E is E₁, E₂, E₃, or E₄, wherein



G is selected from:

- 5 a) C₂₋₆alkenyl optionally substituted with phenyl;
- b) -OR₁₈, -C(=O)R₁₈, -CO₂R₁₈, -C(=O)NR₁₈R₁₉, -NR₁₈C(=O)R₁₉,
-NR₁₈CO₂R₁₉, -NR₁₈SO₂R₁₇, -SO₂R₁₇, -NR₂₀C(=O)NR₁₈R₁₉, -SR₁₈, and
heteroaryl,
- c) C₁₋₆alkyl or C₂₋₆alkenyl (straight or branched chain) substituted with at least
10 one of cyano, -OR₁₇, -C(=O)R₁₈, -CO₂R₁₈, -C(=O)NR₁₈R₁₉,
-NR₁₈C(=O)R₁₉, -NR₁₈CO₂R₁₉, -NR₁₈SO₂R₁₇, -SO₂R₁₇,
-NR₂₀C(=O)NR₁₈R₁₉, and -SR₁₈;
- d) when y is 0, G may be selected from pyrrolidinyl, piperidinyl,
pyrrolidinylalkyl, and piperidinylalkyl;
- 15 W is selected from -NR₂₁R₂₂, -OR₂₃, -NR₂₁C(=O)R₂₄, -NR₂₁CO₂R₂₄, amidino,
guanidino, or a substituted or unsubstituted heterocyclo, heteroaryl, or cycloalkyl
group selected from azetidiny, imidazolyl, imidazolidinyl, pyrazolyl, pyridyl,
pyrazinyl, pyridazinyl, 1,2-dihydropyridazinyl, pyranyl, tetrahydropyranyl,
piperazinyl, homopiperazinyl, pyrrolyl, pyrrolidinyl, piperidinyl, thiazolyl,
20 tetrahydrothiazolyl, thienyl, furyl, tetrahydrofuryl, morpholinyl, isoquinolinyl,
tetrahydroisoquinolinyl, tetrazolyl, oxazolyl, tetrahydro-oxazolyl, and C₃₋₇
cycloalkyl, wherein said heteroaryl, heterocyclo or cycloalkyl groups may
additionally have fused thereto an optionally substituted five-to-seven membered
heterocyclic, heteroaryl, or carbocyclic ring;

R₄ and R₇ are independently selected from hydrogen, alkyl, substituted alkyl, halogen, hydroxy, alkoxy, and keto;

5 R₅, R_{5a}, R_{5b}, R₆, R_{6a}, R_{6b}, R₈ and R₉ are independently hydrogen, halogen, cyano, alkyl, substituted alkyl, alkenyl, hydroxy, alkoxy, alkoxycarbonyl, acyl, cycloalkyl, heterocyclo, aryl, or heteroaryl; or R_{5a} and R_{5b}, R_{6a} and R_{6b}, or R₈ and R₉ taken together form a keto group (=O) or a monocyclic or bicyclic cycloalkyl or heterocyclo joined in a spiro fashion to ring E, or alternatively, R_{5a} and/or R_{5b} together with R₈ and/or R₉, or R_{6a} and/or R_{6b} together with R₈ and/or R₉, join together to form a fused benzene or heterocyclo ring; provided that, when G is a
10 C₁₋₆alkyl substituted with -OR₁₇, -CO₂R₁₈, or -C(=O)NR₁₈R₁₉, then R_{5a}, R_{5b}, R_{6a}, and R_{6b} are hydrogen;

R₁₀ is selected from hydrogen, alkyl, substituted alkyl, cycloalkyl, aryl, heteroaryl, or heterocyclo;

R₁₁ is hydrogen or C₁₋₈alkyl;

15 R₁₂ is C₁₋₈alkyl, substituted C₁₋₈alkyl, or cycloalkyl;

R₁₇ is alkyl, cycloalkyl, aryl, heterocyclo, or heteroaryl;

R₁₈, R₁₉, and R₂₀ are independently selected from hydrogen, alkyl, alkenyl, aryl, heteroaryl, cycloalkyl, heterocyclo, C(=O)R₂₈ or a C₁₋₄alkyl or C₂₋₄alkenyl substituted with one or more of aryl, heteroaryl, cycloalkyl, heterocyclo, alkoxy, alkoxy, phenyloxy, benzyloxy, and phenyl, and each of said ringed
20 groups of R₁₈, R₁₉, and R₂₀ in turn is optionally substituted with one to two R₃₆;

R₂₁ and R₂₂ are selected from hydrogen, alkyl and substituted alkyl;

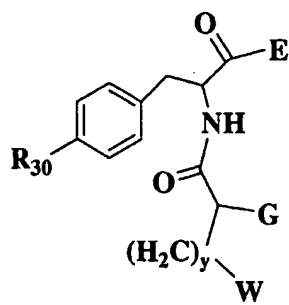
R₂₃ and R₂₄ are independently hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, heterocyclo, and cycloalkyl;

25 R₂₈ is hydrogen, alkyl, or substituted alkyl;

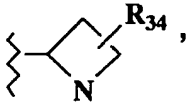
R₃₆ is halogen, methoxy, nitro, phenyl, phenyloxy, or alkylamino;

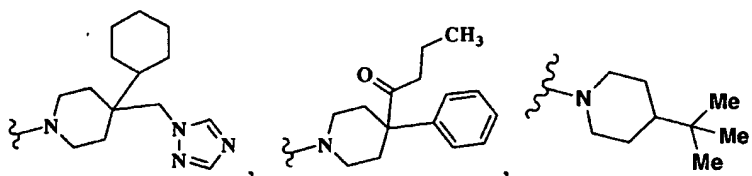
n is 0, 1, 2, 3 or 4;

r and *s* are 0 or 1;

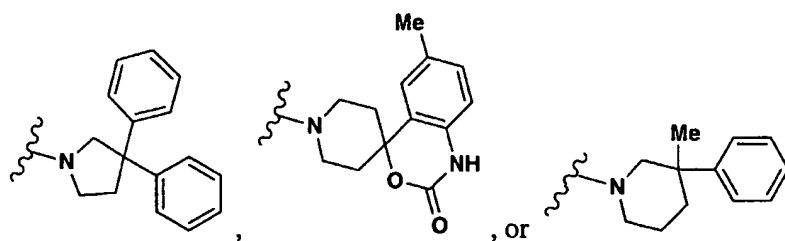


, wherein G is $-\text{NR}_{18}\text{C}(=\text{O})\text{R}_{19}$,
and R_{18} and R_{19} are hydrogen, lower alkyl, or phenyl; W is $-\text{NH}_2$, $\text{NH}(\text{lower alkyl})$,

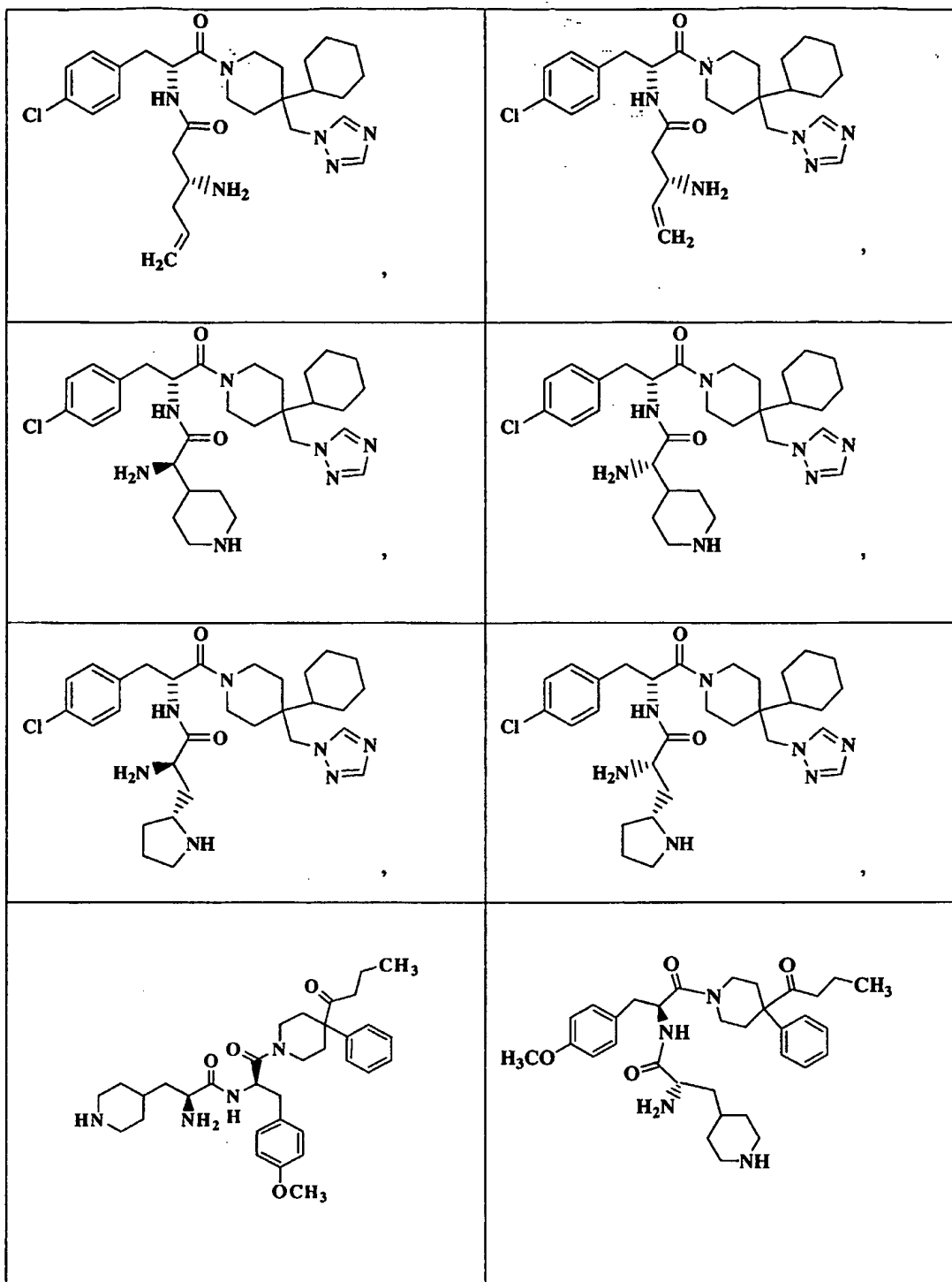
N(lower alkyl)₂, imidazolyl or , wherein R_{34} is hydrogen or lower alkyl; y is 0, 1, 2, 3 or 4, more preferably 1; R_{30} is selected from C_{1-4} alkyl, hydroxy, alkoxy,
5 halogen, nitro, cyano, amino, alkylamino, phenyl, and acylphenyl, more preferably chloro
or methoxy; and E is a group selected from E_1 , E_2 , E_3 , or E_4 , recited above, but more
preferably is

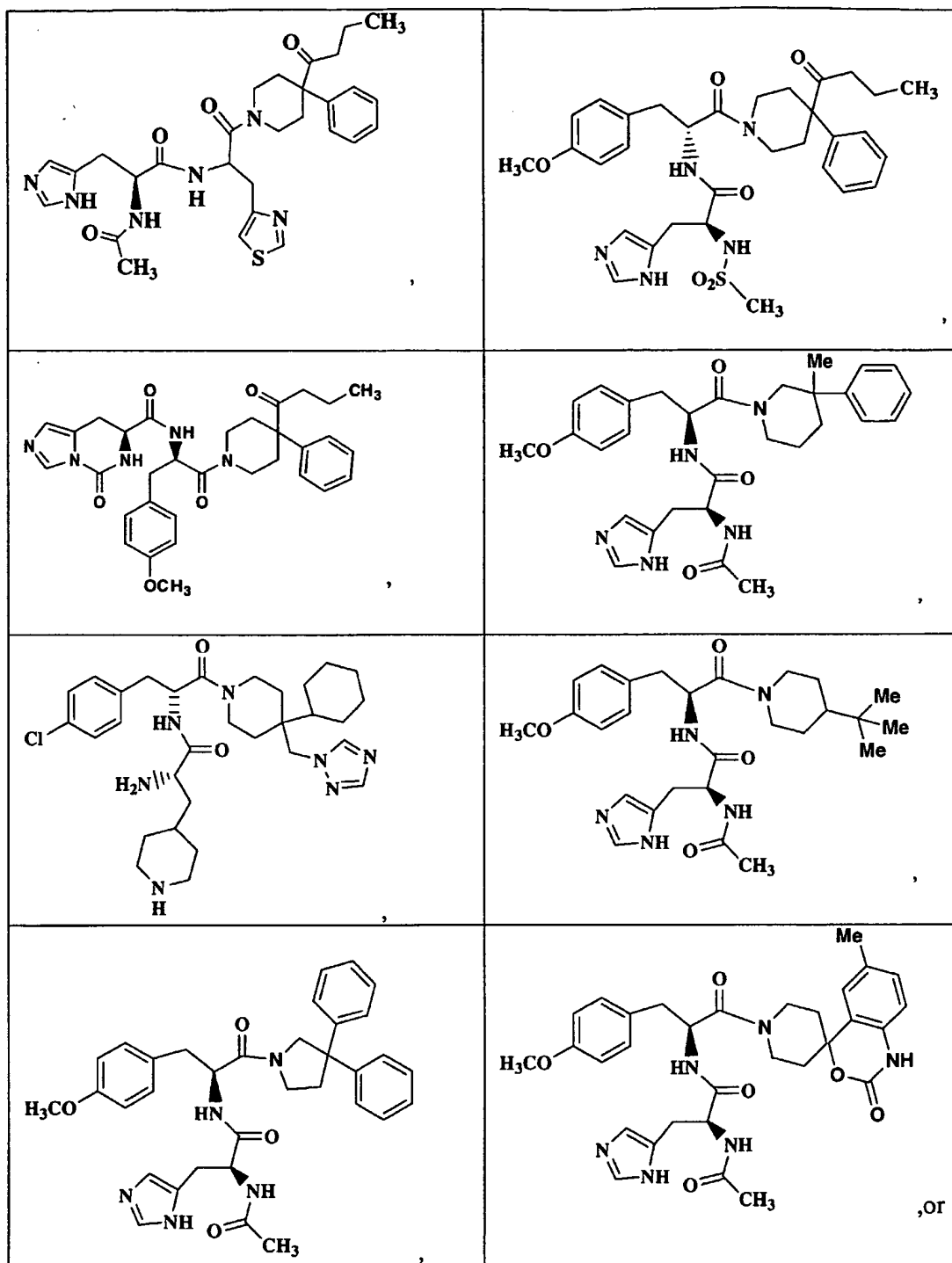


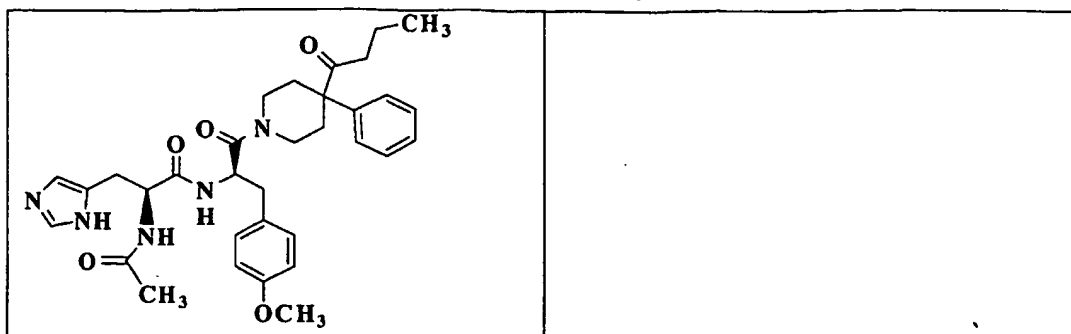
10



Further preferred compounds are those having the formulae,







5

and pharmaceutically-acceptable salts, hydrates, and prodrugs thereof.

Utility

The inventive compounds are modulators of the melanocortin receptors MC-1R, MC-3R, MC-4R, and/or MC-5R. The compounds are useful in treating a wide range of conditions responsive to regulation of the melanocortin receptors, including inflammatory and immune diseases, cardiovascular diseases, skin conditions, neurodegenerative conditions, sexual dysfunction, bodyweight disorders, and cancer. Certain compounds according to the invention have selective affinity for one melanocortin receptor relative to the other melanocortin receptors and thus are particularly useful for treating those diseases responsive to regulation of that receptor. For example, certain compounds have high selectivity for binding to MC-1R relative to MC-3R, MC-4R, and MC-5R, and those compounds are particularly useful in treating inflammatory or immune conditions. Certain other compounds according to the invention have high selective affinity for MC-4R and are particularly useful in treating bodyweight and/or neurodegenerative disorders. As used herein, the term "treating" or "treatment" refers to prophylaxis measures designed to inhibit or delay the onset of the disease or disorder and to responsive measures to alleviate, ameliorate, lessen, or cure the disease or disorder and/or its symptoms.

Compounds of the invention may be used to treat inflammation, particularly inflammation characterized by the activation of NF- κ B and/or release of inflammatory cytokines. The compounds can be immunomodulators and have multiple effects on cells of the immune system. The compounds may be used to increase the levels of cAMP in
5 cells (with resultant anti-inflammatory effects), decrease levels of the pro-inflammatory messenger nitric oxide, decrease chemotactic ability, and alter the expression of immune-related genes for such agents as cytokines, adhesion molecules, and nitric oxide synthase.

In view of their effects on inhibiting NF- κ B activity and suppressing cytokine accumulation, the compounds will be useful in treating consequences of many diseases
10 associated with chronic and acute inflammation and immune-modulation. Such diseases include, but are not limited to, inflammatory bowel disease, irritable bowel syndrome, gall bladder disease, Crohn's disease, rheumatoid arthritis, osteoarthritis, osteoporosis, traumatic arthritis, rubella arthritis, muscle degeneration, pancreatitis (acute or chronic), psoriasis, glomerulonephritis, serum sickness, lupus (systemic lupus erythematosus),
15 urticaria, scleraclerema, scleroderma, chronic thyroiditis, Grave's disease, dermatitis (contact or atopic), dermatomyositis, alopecia, atopic eczemas, ichthyosis, fever, sepsis, migraine, cluster headaches, Alzheimer's Disease, Parkinson's disease, Creutzfeldt-Jacob disease, multiple sclerosis, tuberculosis, dementia, and transplant or graft-host rejections (*e.g.*, kidney, liver, heart, lung, pancreas, bone marrow, cornea, small bowel, skin
20 allografts, skin homografts and heterografts, etc.). The compounds may also be used to treat respiratory allergies and diseases including asthma, acute respiratory distress syndrome, hayfever, allergic rhinitis, and chronic obstructive pulmonary disease; and inflammatory disorders of the central nervous system, including HIV encephalitis, cerebral malaria, meningitis, and ataxia telangiectasis. Additionally, the compounds may
25 be useful in treating pain, *e.g.*, post-operative pain, neuromuscular pain, headache, pain cause by cancer, dental pain, and arthritis pain.

In view of their activity in inhibiting NF- κ B activity, the compounds may be used to treat viral and autoimmune diseases including herpes simplex type 1 (HSV-1), herpes simplex type 2 (HSV-2), cytomegalovirus, Epstein-Barr, human immunodeficiency virus
30 (HIV), Addison's disease (autoimmune disease of the adrenal glands), idiopathic adrenal

insufficiency, autoimmune polyglandular disease (also known as autoimmune polyglandular syndrome), chronic active hepatitis or acute hepatitis infection (including hepatitis A, hepatitis B, and hepatitis C), autoimmune gastritis, autoimmune hemolytic anemia, and autoimmune neutropenia. The compounds of the invention may also be used
5 to treat fungal infections such as mycosis fungoides.

In addition, the compounds of this invention are useful in treating diseases of the cardiovascular system including those diseases in which inflammation is an underlying component. These diseases include but are not limited to atherosclerosis, transplant atherosclerosis, peripheral vascular disease, inflammatory vascular disease,
10 intermittent claudication, restenosis, cerebrovascular stroke, transient ischemic attack, myocardial ischemia and myocardial infarction. The compounds also may be used to treat hypertension, hyperlipidemia, coronary artery disease, unstable angina, thrombosis, thrombin-induced platelet aggregation, and/or consequences occurring from thrombosis and/or the formation of atherosclerotic plaques.

15 Additionally, the compounds may be useful to treat stroke and other ischemic brain diseases and/or neurodegeneration associated therewith, and the neurodegeneration of, or consequences of, traumatic brain injury.

In view of their ability to act as immunomodulators in the skin and affect the production of melanin in the skin, these compounds are useful in altering pigmentation in
20 the skin and may be used as photoprotective agents including agents for preventing, treating, or ameliorating sunburn. The compounds also may be used in treating acne, vitiligo, alopecia areata, photosensitivity disorders, albinism, and porphyria. Additionally, the compounds are useful to promote cosmetic as well as therapeutic tanning.

25 The compounds of the invention may also be used to treat neurodegenerative disorders including depression, anxiety, compulsion (obsessive-compulsive disorder), neuroses, psychosis, insomnia/sleep disorder, sleep apnea, and drug or substance abuse.

The compounds of the invention may be used to treat male or female sexual dysfunction. Male sexual dysfunction includes impotence, loss of libido, and erectile
30 dysfunction (including but not limited to an inability to achieve or maintain an

erection,,ejaculatory failure, premature ejaculation, or inability to achieve an orgasm). Female sexual dysfunction may include sexual arousal disorder or disorders relating to desire, sexual receptivity, orgasm, and/or disturbances in trigger points of sexual function. Female sexual dysfunction may also include sexual pain, premature labor,
5 dysmenorrhea, excessive menstruation, and endometriosis.

The compounds of the invention may also be used to treat bodyweight disorders including but not limited to obesity and anorexia (*e.g.*, by altering appetite, metabolic rate, fat intake or carbohydrate craving); and diabetes mellitus (by enhancing glucose tolerance and/or decreasing insulin resistance).

10 The compounds also may be used to treat cancer, more particularly, cancer of the lung, prostate, colon, breast, ovaries, and bone, or angiogenic disorders including the formation or growth of solid tumors.

The compounds of the invention may also be used to treat veterinary disease such as veterinary viral infections, including feline immunodeficiency virus, bovine
15 immunodeficiency virus, and canine immunodeficiency virus.

The term "melanocortin-receptor associated condition" when used herein refers to each of the above-referenced conditions, disorders, or diseases that may be treated by agonizing or antagonizing a melanocortin receptor, inhibiting NF- κ B activity and/or suppressing cytokine accumulation as if each of these conditions, disorders and diseases
20 were set forth herein at length.

The inventive compounds may be used alone or in combination with each other and/or other therapeutic agents such as anti-inflammatory drugs, , antibiotics, , anti-viral agents, anti-fungal agents, anti-diabetic agents, anti-osteoporosis agents, anti-obesity agents or appetite suppressants, growth promoting agents (including growth hormone
25 secretagogues), anti-anxiety agents, anti-depressants, anti-hypertensive agents, cholesterol/lipid lowering agents, bone resorption inhibitors, and anti-tumor agents including antiproliferative agents, or cytotoxic drugs.

Examples of suitable other anti-inflammatory agents with which the inventive compounds may be used include aspirin, non-steroidal antiinflammatory drugs (NSAIDs)

(such as ibuprofen and naproxin), TNF- α inhibitors (such as tenidap and rapamycin or derivatives thereof), or TNF- α antagonists (*e.g.*, infliximab, OR1384), prednisone, dexamethasone, Enbrel®, cyclooxygenase inhibitors (*i.e.*, COX-1 and/or COX-2 inhibitors such as Naproxen®, Celebrex®, or Vioxx®), CTLA4-Ig agonists/antagonists, 5 CD40 ligand antagonists, IMPDH inhibitors, such as mycophenolate (CellCept®), integrin antagonists, α -4 β -7 integrin antagonists, cell adhesion inhibitors, interferon gamma antagonists, ICAM-1, prostaglandin synthesis inhibitors, budesonide, clofazimine, CNI-1493, CD4 antagonists (*e.g.*, priliximab), p38 mitogen-activated protein kinase inhibitors, protein tyrosine kinase (PTK) inhibitors, IKK inhibitors, therapies for 10 the treatment of irritable bowel syndrome (*e.g.*, Zelmec® and Maxi-K® openers such as those disclosed in U.S. Patent No. 6,184,231 B1), or other NF- κ B inhibitors, such as corticosteroids, calphostin, CSAIDs, 4-substituted imidazo [1,2-A]quinoxalines as disclosed in US Pat. No. 4,200,750; Interleukin-10, glucocorticoids, salicylates, nitric oxide, and other immunosuppressants; and nuclear translocation inhibitors, such as 15 deoxyspergualin (DSG). To treat pain such as migraine and other headaches, the inventive compounds may be used in combination with aspirin, NSAIDs, or with 5-HT_{1D} receptor agonists such as sumatriptan, eletriptan or rizatriptan.

Examples of suitable other antibiotics with which the inventive compounds may be used include β -lactams (*e.g.*, penicillins, cephalosporins and carbopenams); β -lactam 20 and lactamase inhibitors (*e.g.*, augamentin); aminoglycosides (*e.g.*, tobramycin and streptomycin); macrolides (*e.g.*, erythromycin and azithromycin); quinolones (*e.g.*, cipro and tequin); peptides and depeptides (*e.g.*, vancomycin, synercid and daptomycin) metabolite-based anti-biotics (*e.g.*, sulfonamides and trimethoprim); polyring systems (*e.g.*, tetracyclins and rifampins); protein synthesis inhibitors (*e.g.*, zyvox, 25 chlorophenicol, clindamycin, etc.); and nitro-class antibiotics (*e.g.*, nitrofurans and nitroimidazoles).

Examples of suitable other antifungal agents with which the inventive compounds may be used include fungal cell wall inhibitors (*e.g.*, candidas), azoles (*e.g.*, fluconazole and voriconazole), and membrane disruptors (*e.g.*, amphotericin B).

Examples of suitable other antiviral agents for use with the inventive compounds include nucleoside-based inhibitors, protease-based inhibitors, and viral-assembly inhibitors.

Examples of suitable anti-diabetic agents for use in combination with the compounds of the present invention include biguanides (*e.g.*, metformin or phenformin), glucosidase inhibitors (*e.g.*, acarbose or miglitol), insulins (including insulin secretagogues, sensitizers or mimetics), meglitinides (*e.g.*, repaglinide), sulfonylureas (*e.g.*, glimepiride, glyburide, gliclazide, chlorpropamide and glipizide), biguanide/glyburide combinations (*e.g.*, Glucovance®), thiazolidinediones (*e.g.*, troglitazone, rosiglitazone and pioglitazone), PPAR-alpha agonists, PPAR-gamma agonists, PPAR alpha/gamma dual agonists, SGLT2 inhibitors, glycogen phosphorylase inhibitors, inhibitors of fatty acid binding protein (aP2), glucagon-like peptide-1 (GLP-1), dipeptidyl peptidase IV (DP4) inhibitors, Alistat®, Meridia®, and Zenacol®.

Examples of suitable anti-osteoporosis agents for use in combination with the compounds of the present invention include alendronate, risedronate, PTH, PTH fragment, raloxifene, calcitonin, RANK ligand antagonists, calcium sensing receptor antagonists, TRAP inhibitors, selective estrogen receptor modulators (SERM) and AP-1 inhibitors.

Examples of suitable anti-obesity agents for use in combination with the compounds of the present invention include aP2 inhibitors, PPAR gamma antagonists, PPAR delta agonists, beta 3 adrenergic agonists, such as AJ9677 (Takeda/Dainippon), L750355 (Merck), or CP331648 (Pfizer) or other known beta 3 agonists as disclosed in U.S. Patent Nos. 5,541,204, 5,770,615, 5,491,134, 5,776,983 and 5,488,064, a lipase inhibitor, such as orlistat or ATL-962 (Alizyme), a serotonin, adrenergic (and dopamine) reuptake inhibitor, such as sibutramine, topiramate (Johnson & Johnson) or axokine (Regeneron), other thyroid receptor beta drugs, such as a thyroid receptor ligand as disclosed in WO 97/21993 (U. Cal SF), WO 99/00353 (KaroBio) and GB98/284425 (KaroBio), and/or an anorectic agent (such as dexamphetamine, phentermine, phenylpropanolamine or mazindol). Additionally, the inventive compounds may be used with an α -glucosidase inhibitor, an MHG-CoA reductase inhibitor, a sequestrant

cholesterol lowering agent, a β 3 adrenergic receptor agonist, a neuropeptide Y antagonist, or an α 2-adrenergic receptor antagonist.

A still further use of the compounds of the invention is in combination with estrogen, testosterone, a selective estrogen receptor modulator, such as tamoxifen or
5 raloxifene, or other androgen receptor modulators.

A further use of the compounds of this invention is in combination with steroidal or non-steroidal progesterone receptor agonists ("PRA"), such as levonorgestrel, medroxyprogesterone acetate (MPA).

Example of suitable anti-anxiety agents for use in combination with the
10 compounds of the present invention include benzodiazepines, diazepam, lorazepam, buspirone (Serzone®), oxazepam, and hydroxyzine pamoate, or dopamine receptor agonists.

Examples of suitable anti-depressants for use in combination with the compounds of the present invention include citalopram, fluoxetine, nefazodone, sertraline, and
15 paroxetine.

In treating skin disorders or diseases as described above, the compounds may be used alone or in combination with a retinoid, such as tretinoin, or a vitamin D analog.

Examples of suitable anti-hypertensive agents for use in combination with the compounds of the present invention include beta adrenergic blockers, calcium channel
20 blockers (L-type and T-type; e.g. diltiazem, verapamil, nifedipine, amlodipine and nifedipine), diuretics (e.g., chlorothiazide, hydrochlorothiazide, flumethiazide, hydroflumethiazide, bendroflumethiazide, methylchlorothiazide, trichloromethiazide, polythiazide, benzthiazide, ethacrynic acid, furosemide, musolimine, bumetanide, triamterene, amiloride, and spironolactone), renin inhibitors,
25 ACE inhibitors (e.g., captopril, Lisinopril®, pravastatin, zofenopril, fosinopril, enalapril, ceranopril, cilazapril, delapril, pentopril, quinapril, ramipril, lisinopril), AT-1 receptor antagonists (e.g., losartan, irbesartan, valsartan), ET receptor antagonists (e.g., sitaxsentan, atrisentan and compounds disclosed in U.S. Patent Nos. 5,612,359 and 6,043,265), Dual ET/AII antagonist (e.g., compounds disclosed in WO 00/01389), neutral

endopeptidase (NEP) inhibitors, vasopepsidase inhibitors (dual NEP-ACE inhibitors) (e.g., omapatrilat and gemopatrilat), nitrates, and cardiac glycosides (e.g., digitalis and ouabain).

5 Examples of suitable cholesterol/lipid lowering agents for use in combination with the compounds of the present invention include HMG-CoA reductase inhibitors, squalene synthetase inhibitors, fibrates, bile acid sequestrants, ACAT inhibitors, MTP inhibitors, lipooxygenase inhibitors, an ileal Na⁺/bile acid cotransporter inhibitor, cholesterol absorption inhibitors, and cholesterol ester transfer protein inhibitors (*e.g.*, CP-529414).

10 In addition, the compounds may be used with other agents to increase the levels of cAMP or cGMP in cells for a therapeutic benefit. For example, applicants have discovered that MC-1R agonists including the compounds of the invention have advantageous effects when used in combination with phosphodiesterase inhibitors, including PDE1 inhibitors (such as those described in Journal of Medicinal Chemistry, Vol. 40, pp. 2196-2210 [1997]), PDE2 inhibitors, PDE3 inhibitors (such as revizinone, 15 pimobendan, or olprinone), PDE4 inhibitors (such as rolipram, cilomilast, or piclamilast), and PDE7 inhibitors. The compounds of this invention also may be used in combination with PDE5 inhibitors such as sildenafil, sildenafil citrate, (*e.g.*, when treating sexual dysfunction) or IC-351.

20 The combination of the inventive compounds with other therapeutic agents may prove to have additive and synergistic effects. The combination may be advantageous to increase the efficacy of the administration or decrease the dosage to reduce possible side-effects.

25 The compounds of formula I may be administered by any means suitable for the condition to be treated. The compounds may be delivered orally such as in the form of tablets, capsules, granules, powders, or with liquid formulations including syrups; sublingually; buccally; transdermally; parenterally such as by subcutaneous, intravenous, intramuscular, or intrasternal injection or infusion (*e.g.*, as sterile injectable aqueous or non-aqueous solutions or suspensions); nasally such as by inhalation spray; rectally such 30 as in the form of suppositories; or liposomally. Dosage unit formulations containing

non-toxic, pharmaceutically acceptable vehicles or diluents may be administered. The compounds may be administered in a form suitable for immediate release or extended release. Immediate release or extended release may be achieved with suitable pharmaceutical compositions or, particularly in the case of extended release, with devices
5 such as subcutaneous implants or osmotic pumps.

Exemplary compositions for oral administration include suspensions which may contain, for example, microcrystalline cellulose for imparting bulk, alginic acid or sodium alginate as a suspending agent, methylcellulose as a viscosity enhancer, and sweeteners or flavoring agents such as those known in the art; and immediate release
10 tablets which may contain, for example, microcrystalline cellulose, dicalcium phosphate, starch, magnesium stearate and/or lactose and/or other excipients, binders, extenders, disintegrants, diluents and lubricants such as those known in the art. The inventive compounds may be orally delivered by sublingual and/or buccal administration, *e.g.*, with molded, compressed, or freeze-dried tablets. Exemplary compositions may include fast-
15 dissolving diluents such as mannitol, lactose, sucrose, and/or cyclodextrins. Also included in such formulations may be high molecular weight excipients such as celluloses (AVICEL®) or polyethylene glycols (PEG); an excipient to aid mucosal adhesion such as hydroxypropyl cellulose (HPC), hydroxypropyl methyl cellulose (HPMC), sodium carboxymethyl cellulose (SCMC), and/or maleic anhydride copolymer (*e.g.*,
20 GANTREZ®); and agents to control release such as polyacrylic copolymer (*e.g.*, CARBOPOL 934®). Lubricants, glidants, flavors, coloring agents and stabilizers may also be added for ease of fabrication and use.

Exemplary compositions for nasal aerosol or inhalation administration include solutions which may contain, for example, benzyl alcohol or other suitable preservatives,
25 absorption promoters to enhance absorption and/or bioavailability, and/or other solubilizing or dispersing agents such as those known in the art.

Exemplary compositions for parenteral administration include injectable solutions or suspensions which may contain, for example, suitable non-toxic, parenterally acceptable diluents or solvents, such as mannitol, 1,3-butanediol, water, Ringer's solution, an

isotonic sodium chloride solution, or other suitable dispersing or wetting and suspending agents, including synthetic mono- or diglycerides and fatty acids, including oleic acid.

Exemplary compositions for rectal administration include suppositories which may contain, for example, suitable non-irritating excipients, such as cocoa butter, synthetic
5 glyceride esters or polyethylene glycols, which are solid at ordinary temperatures but liquefy and/or dissolve in the rectal cavity to release the drug.

The effective amount of a compound of the present invention may be determined by one of ordinary skill in the art. The specific dose level and frequency of dosage for any particular subject may vary and will depend upon a variety of factors, including the
10 activity of the specific compound employed, the metabolic stability and length of action of that compound, the species, age, body weight, general health, sex and diet of the subject, the mode and time of administration, rate of excretion, drug combination, and severity of the particular condition. An exemplary effective amount of compounds of formula I may be within the dosage range of about 0.1 to about 100 mg/kg, preferably
15 about 0.2 to about 50 mg/kg and more preferably about 0.5 to about 25 mg/kg (or from about 1 to about 2500 mg, preferably from about 5 to about 2000 mg) on a regimen in single or 2 to 4 divided daily doses. Preferred subjects for treatment include animals, most preferably mammalian species such as humans, and domestic animals such as dogs, cats, horses, and the like, subject to melanocortin-receptor associated conditions.

20 Each of the inventive compounds exemplified herein has been tested and shown activity at a measurable level for modulating a melanocortin receptor, according to an assay described below and/or an assay known in the field, such as, for example, assays described WO 00/74679 A1 and WO 01/91752.

Assays

MC1R

25 HBL cells, a human melanoma cell line licensed from Prof. G. Ghanem (Lab. of Oncology & Exp. Surgery, Free University of Brussels, Brussels, Belgium) were used as a source of the human MC-1R. cAMP was measured using the cAMP SPA Direct Screening Assay System from Amersham (RPA 559). 20,000 HBL cells were plated into

each well of a half-area 96 well white plate and were used between 16-48 hours after plating. Cells were incubated at 37°C for 15 minutes in 25 uM IBMX to inhibit phosphodiesterase activity. As per kit instructions, Assay Buffer Concentrate was diluted 1 to 50 with dH₂O to prepare Assay Buffer (50 mM acetate buffer containing 0.01 % sodium azide). Vials containing rabbit anti-succinyl cAMP serum and the tracer, adenosine 3',5'-cyclic phosphoric acid 2'-0-succinyl-3-[¹²⁵I] iodotyrosine methyl ester, were resuspended with 7.5 ml Assay Buffer. SPA anti-rabbit reagent (donkey anti-rabbit IgG coupled to SPA PVT beads) was resuspended with 15 ml Assay Buffer. All reagents were stored at 4°C after reconstitution. Melanocortin ligands or compounds were prepared in DMSO and added to the IBMX-treated cells as 100X concentrated stocks. 50 nM α-MSH was used for the maximum response and 1 ul DMSO was included in the negative control wells. The final concentration of DMSO was 1% in all the samples. After 15-30 minutes of stimulation, the reaction was terminated by the aspiration of the contents of the well followed by addition of 15 ul Assay Buffer containing 0.1 N HCl. Plates were kept at room temperature for at least 30 minutes to effect extraction of cAMP. Antiserum, Tracer, and SPA anti-rabbit reagent solutions were mixed 1:1:1 just prior to use. 15 ul of SPA reagent mixture was dispensed into each well and plates were incubated at room temperature for a minimum of 5 hours. Plates were subsequently counted for 6 minutes per sample in a TopCount scintillation reader with background subtraction. Data was analyzed in relation to a cAMP standard curve.

MC-4R

A. Binding Assay.

The membrane binding assay may be used to identify competitive inhibitors of [¹²⁵I]NDP-α-MSH binding to cloned human MC4R expressed in Hi5 insect cells infected by a baculovirus/human MC4R receptor construct.

Hi5 cells are grown in suspension in Express Five SFM Insect Cell Media (Gibco, Cat. No. 10486-025) at 27°C with constant shaking. Hi5 cells are infected using the following protocol:

- Cells at a density of 1×10^6 cells/mL are spun down at 1000 rpm (Beckman GS-

6KR centrifuge) for 10 minutes.

- Cells are resuspended in 10% of their original volume in a sterile 50 mL conical centrifuge tube wrapped with aluminum foil. Virus is added at a Multiplicity of Infection (MOI) of 3 and incubated for 1 hour at room temperature with gentle shaking.

5 - This cell/virus mix is added to the appropriate volume of medium to attain the original volume and incubated at 27°C with constant shaking for 72 hours.

- Cells are spun down in 50 mL conical centrifuge tubes at 1000 rpm for 10 minutes. Each of the resulting pellets are resuspended in 10 mL of cold (4°C) membrane buffer (25 mM HEPES, pH 7.4, 140 mM NaCl, 1.2 mM MgCl₂, 2.5 mM CaCl₂, 10
10 μG/mL Aprotinin, 10 μG/mL Leupeptin) and Dounce homogenized using 10-12 strokes. Dilute to 30 mL with buffer and centrifuge at 18,000 rpm, 4°C, 15 minutes (Sorvall RC5C Centrifuge). The resulting pellet is resuspended in cold membrane buffer in a total of ¼ of the original volume by vortexing and aspiration using a syringe and 27-gauge needle.

15 Protein content is determined (Bradford, Bio-Rad Protein Assay). Membranes are aliquoted in microcentrifuge tubes and quick frozen in liquid nitrogen. Store at -80°C until use.

The membrane binding buffer is composed of 25 mM HEPES, pH 7.4, 140 mM NaCl, 1.2 mM MgCl₂, 2.5 mM CaCl₂, 0.1% BSA. 160 μL of membrane binding buffer
20 containing 0.5 μg membrane protein is added to 20 μL of 1.0 nM [¹²⁵I]-NDP-α-MSH (final concentration is 0.1 nM) and 20 μL of competing drug or buffer and incubated for 90 minutes at 37 °C.

The mixture is filtered with Brandel Microplate 96 filter apparatus using 96-well GF/B filter presoaked in 1-% polyethyleneimine (Sigma). The filter is washed (4 times
25 with a total of 1 mL per well) with cold wash buffer consisting of 20 mM HEPES, pH 7.4, 5 mM MgCl₂.

The filter is dried and punched into a 96 well sample plate (Wallac, 1450-401). 100 μl of Wallac Optiphase Supermix scintillation fluid is added to each well. The top is

sealed and the plates are shaken to insure that the filters are thoroughly soaked with fluid. Plates are then counted in a Wallac Microbeta Trilux Scintillation and Luminescence Counter (Model 1450). Dose-response curves are fitted by linear regression analyses and IC₅₀ values are calculated using ExcelFit.

5 B. Functional assay.

Functional membrane based [³⁵S]GTPγS binding assays are developed to discriminate agonists and antagonists.

Membrane preparation. Cells (HEK-293 cells expressing the human MC4R) are grown in Minimum Essential Medium with Earle's salts and L-glutamate (Life Technologies, Cat. # 11095-080) containing 10% heat-inactivated fetal bovine serum, 400 μg/mL geneticin and 100 mM sodium pyruvate in T175 flasks. Upon reaching confluence, cells are dissociated from tissue culture flasks by rinsing with Ca²⁺ and Mg²⁺ free phosphate buffered saline (Life Technologies, Cat. # 14190-144) and detached following 5 minutes incubation at 37°C with enzyme free cell dissociation buffer (Life Technologies, Cat. # 13151-014). Cells are collected by centrifugation and resuspended in membrane preparation buffer consisting of 20 mM HEPES, pH 7.4, 10 mM EDTA, 10 μg/mL aprotinin and 10 μg/mL leupeptin. The suspension is homogenized by polytron PT3000 for 30 sec at 20,000 rpm, and centrifuged at 35,000 x g for 15 minutes at 4 °C. The pellet is resuspended in membrane preparation buffer and the last centrifugation is repeated. The final pellet is resuspended in membrane storage buffer consisting of 20 mM HEPES, pH 7.4, 0.1 mM EDTA, 10 μg/mL aprotinin and 10 μg/mL leupeptin. Protein concentration is determined by the Bio-Rad method (Bio-Rad, Cat.# 500-0006) and the preparation is diluted to a final protein concentration of 1 mg/mL. Aliquots are stored at -70°C until used.

25 [³⁵S]GTPγS membrane binding assay. Compounds are dissolved at 10 mM concentration in DMSO and diluted to the required concentration into assay buffer. GTPγS to determine nonspecific binding is prepared at 100 μM concentration in assay buffer. The final concentration of DMSO in the assay is 1%. The assay buffer is consisting of 20 mM HEPES, pH 7.4, 100 mM NaCl, 5 mM MgCl₂, 0.5 μM GDP, 10

μg/mL saponin, 10 μg/mL aprotinin and 10 μg/mL leupeptin. The assay is composed by adding 50 μL 10X drug solution, 200 μL membrane preparation (containing 2-4 μg protein), 50 μL [³⁵S]GTPγS (100,000-150,000 CPM) and 200 μL assay buffer to achieve a total volume of 500 μL. The assay mixture is incubated at room temperature for exactly 5 30 minutes. The reaction is terminated by rapid filtration under vacuum through Whatman GF/B filters using a Brandel 96 wells cell harvester, followed by washing four times with cold wash buffer consisting of 20 mM HEPES, pH 7.4, and 5 mM MgCl₂. The filters are air-dried and 200μL Wallac, Optiphase Super Mix, liquid scintillation cocktail is added to each filter. The bound radioactivity (CPM) is determined by Wallac Trilux 10 1450 MicroBeta liquid scintillation and Luminescence counter after six hours.

Data interpretation. NDP-α-MSH is used as reference compound and its maximal stimulation is measured at 1 μM (Ref CPM 100%). Total drug-independent binding (Total CPM) is measured in the absence of compounds. Response triggered by compounds is expressed as percent NDP-α-MSH response. Compound dose response 15 curves are generated by Excel XL Fit. The top of the curve represents the compound's intrinsic activity expressed as % of maximal stimulation.

C. Radioligand binding assays.

Binding of [¹²⁵I]-(Nle⁴, D-Phe⁷)-α-MSH to human melanocortin receptors was performed using membrane homogenates from Hi5 cells that express recombinant MC4 20 receptors (Hi5-MC4 cells) and from HEK-293 cells that express recombinant MC3 receptors (HEK-MC3 cells) or MC5 receptors (HEK-MC5 cells) as well as from HBL cells expressing the human MC1R receptor. Homogenates (~0.5 μg protein/well) were incubated with [¹²⁵I]-(Nle⁴,D-Phe⁷)-α-MSH (100 pM for assays with MC4 receptors and 50 pM for assays with MC3/5 receptors) and increasing concentrations of competitors 25 (final concentration of DMSO = 1%) for 90 min at 37°C in buffer consisting of 25 mM HEPES (pH 7.4), 140 mM NaCl, 2.5 mM CaCl₂, 1.2 mM MgCl₂ and 0.1% BSA (10 μg/ml aprotinin and 10 μg/ml leupeptin were added to assays with MC3/5 receptors). Assays were stopped by addition of cold wash buffer (20 mM HEPES and 5 mM MgCl₂ for assays with MC4 receptors and 20 mM HEPES for assays with MC3/5 receptors). 30 Filtration over glass fiber filters (Whatman GF/B previously soaked in 1% PEI for assays

with MC4 receptors or 0.5% PEI for assays with MC3/5 receptors) was performed using a Brandel cell harvester. Non-specific binding was defined with 1 μ M NDP- α -MSH.

The following Examples illustrate embodiments of the inventive compounds and starting materials, and are not intended to limit the scope of the claims. For ease of reference, the following abbreviations are used herein:

Abbreviations

Boc = tert-butoxycarbonyl

CBZ =benzyloxycarbonyl

DEA = diethylamine

DMAP = 4-dimethylaminopyridine

DMF = N,N-dimethylformamide

DMSO = dimethylsulfoxide

EDC = 3-ethyl-3'-(dimethylamino)propyl-carbodiimide hydrochloride

Et = ethyl

EtOH = ethanol

EtOAc = ethyl acetate

Fmoc = fluorenylmethoxycarbonyl

HOBT =1-hydroxybenzotriazole hydrate

NMM = N-methylmorpholine

Me = methyl

MeOH = methanol

mp = melting point

Ph = phenyl

THF = tetrahydrofuran

TFA = trifluoroacetic acid

tlc = thin layer chromatography

RT = room temperature

h = hours

HCl = hydrogen chloride

mmol = millimole

Et₃N = triethylamine

EtOAc = ethyl acetate

Et₂O = diethyl ether

Na₂SO₄ = sodium sulfate

NaOH = sodium hydroxide

LiOH = lithium hydroxide

CH₂Cl₂ = methylene chloride

HPLC = high pressure liquid chromatography

LRMS = low resolution mass spectrometry

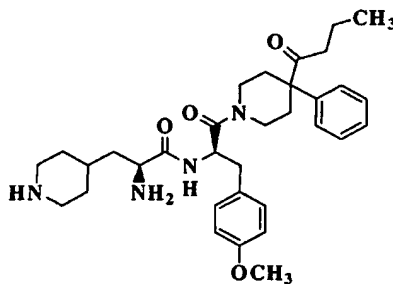
In the examples, when a letter is used in a superscript following the data, such as 3.28^a, the letter denotes the conditions used for the HPLC/MS, as follows:

Method A: Column Primesphere C18-HC 4.6 x 30 mm, gradient time: 2 minutes, Hold time: 1 minutes, Flow rate: 4 mL / min, Detector Wavelength: 220 nM, Solvent A = 10 % AcCN / 90 % H₂O / 5mM NH₄OAc, Solvent B = 90 % AcCN / 10 % H₂O / 5mM NH₄OAc, Start % B = 0 / Finish % B = 100;

Method B: Column Primesphere C18-HC 4.6 x 30 mm, gradient time: 2 minutes, Hold time: 1 minutes, Flow rate: 4 mL / min, Detector Wavelength: 220 nM, Solvent A: 10 % AcCN / 90 % H₂O / 0.1 % TFA, Solvent B: 90 % AcCN / 10 % H₂O / 0.1 % TFA, Start % B = 0 / Finish % B = 100;

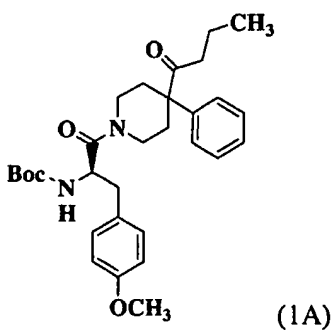
Method C: Column Primesphere C18-HC 4.6 x 30 mm, gradient time: 3 minutes, Hold time: 1 minutes, Flow rate: 4 mL / min, Detector Wavelength: 220 nM, Solvent A: 10 % AcCN / 90 % H₂O / 0.1 % TFA, Solvent B: 90 % AcCN / 10 % H₂O / 0.1 % TFA, Start % B = 0 / Finish % B = 100.

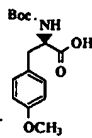
Example 1

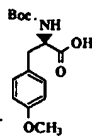


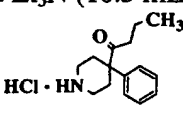
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Step A:





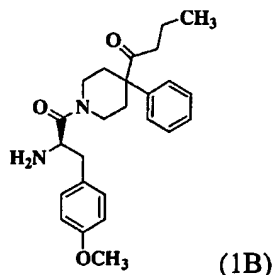
To a solution of N-Boc-D-4-methyltyrosine [] (4.9 g, 16.5 mmol), EDC (4.3 g, 22.5 mmol), HOBT (3.0 g, 22.5 mmol), DMAP (0.2 g, 0.15 mmol) in CH₂Cl₂, and DMF (1:1, 50 mL) were added Et₃N (10.5 mL, 75.0 mmol) and 4-butanoyl-4-phenyl-

piperidine hydrogen chloride [] (4.0 g, 15.0 mmol), sequentially. The

5 reaction mixture was stirred at RT overnight. The reaction mixture was diluted with EtOAc (200 mL) and washed with HCl (1 N, 200 mL), water (200 mL), NaOH (0.5 N, 200 mL), and water (200 mL). The organic layer was dried over anhydrous Na₂SO₄, and the solvent was subsequently removed under reduced pressure. The resulting material was >90% pure as judged by HPLC and used without further purification.

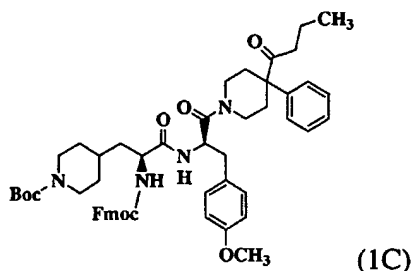
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Step B:

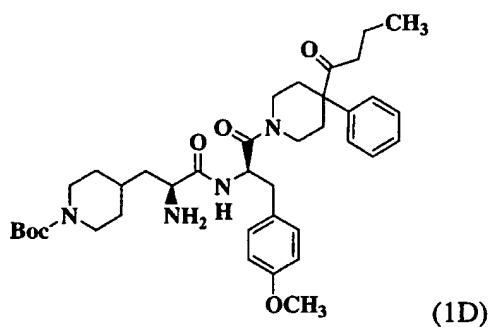


15 To a solution of compound 1A (12.0 mmol) in wet CH₂Cl₂ (30 mL plus 2 mL water) was added TFA (15 mL). The solution was stirred at RT for 1 h before removing the solvents. The residue was dissolved in EtOAc (300 mL) and washed with water (200 mL), NaOH (0.5 N, 200 mL), and water (200 mL). The organic layer was dried over anhydrous Na₂SO₄, and the solvent removed under reduced pressure. The resulting

20 material (compound 1B) was >90% pure as judged by HPLC and used without further purification.

Step C:

5 To a solution of N α -Fmoc-3-(4-N-Boc-piperidine)-L-alanine (0.33 g, 0.67 mmol), EDC (0.18 g, 0.92 mmol), HOBT (0.09 g, 0.92 mmol), DMAP (catalytic) in CH₂Cl₂, and DMF (1:1, 50 mL) were added Et₃N (0.25 mL, 1.8 mmol) and compound 1B (0.25 g, 0.61 mmol), sequentially. The reaction mixture was stirred at RT overnight. The reaction mixture was diluted with EtOAc (200 mL) and washed with HCl (1 N, 200 mL),
 10 water (200 mL), NaOH (0.5 N, 200 mL), and water (200 mL). The organic layer was dried over anhydrous Na₂SO₄, and the solvent was subsequently removed under reduced pressure to provide compound 1C.

Step D:

15

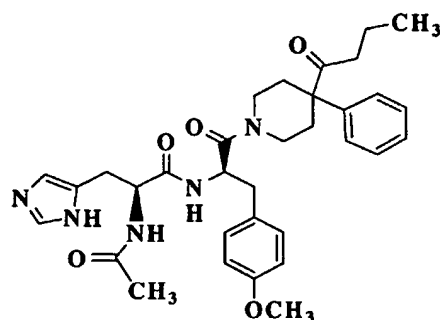
Compound 1C was treated with diethylamine in CH₂Cl₂ (20%) followed by evaporation, to provide compound 1D.

Step E:

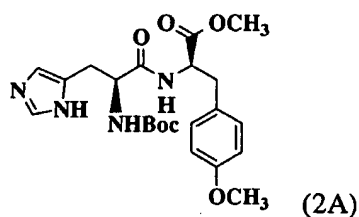
Compound 1D was treated with TFA as described in Step B. Example 1 was obtained which was purified by preparative HPLC with a purity of 89% as judged by HPLC.

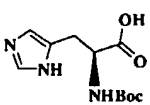
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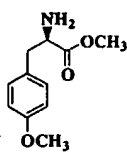
Example 2



10 Step A:



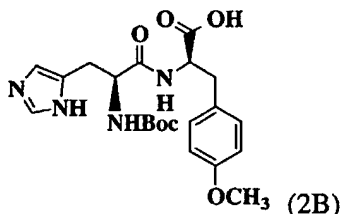
To a solution of N-Boc-L-histidine [] (3.1 g, 12.7 mmols), EDC (3.6 g, 19.1 mmols), HOBT (2.6 g, 19.1 mmols), DMAP (0.16 g, 1.3 mmols) in CH₂Cl₂, and DMF (1:1, 50 mL) were added Et₃N (8.8 mL, 64.0 mmols) and D-4-

15  .HCl](2.9 g, 12.0 mmol), sequentially. The reaction mixture was stirred at RT overnight. The reaction mixture was diluted with EtOAc (200 mL) and washed with water (200 mL), NaOH (0.5 N, 200

mL), and water (200 mL). The organic layer was dried over anhydrous Na₂SO₄, and the solvent was subsequently removed under reduced pressure. The resulting compound 1A was >90% pure as judged by HPLC and used without further purification in Step B.

Step B:

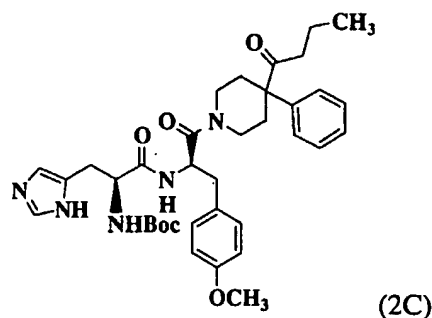
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To a solution of Compound 2A (12.0 mmol) in CH₃OH (13 mL) was added
10 NaOH (2N, 13 mL) to make the final concentration of NaOH ~1 N. This solution was stirred at RT for 2 h before being diluted with water (100 mL). The aqueous layer was extracted with Et₂O (100 mL X 2), and the organic matter was discarded. The aqueous layer was acidified with HCl (6 N) to pH ~ 2, and extracted with EtOAc (100 mL X 2). The combined organic layers were dried over anhydrous Na₂SO₄, and the solvent was
15 subsequently removed under reduced pressure. The resulting Compound 2B was a white solid with a purity >90% as judged by HPLC. This intermediate was used without further purification for Step C.

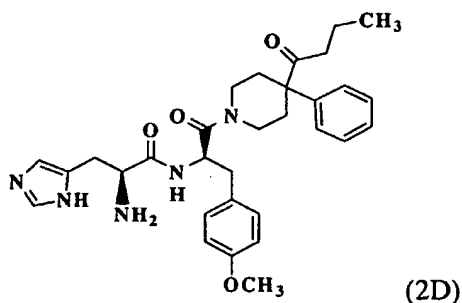
Step C:

20



To a solution of Compound 2B (0.5 g, 1.1 mmols), EDC (0.3 g, 1.6 mmols), HOBT (0.22 g, 1.6 mmols), and DMAP (0.13 g, 1.1 mmols) in CH_2Cl_2 (25 mL) were added Et_3N (0.8 mL, 5.5 mmols) and 4-butyryl-4-phenyl-piperidine hydrochloride (0.35 g, 1.3 mmols), sequentially. The reaction mixture was stirred at RT overnight. The reaction mixture was diluted with EtOAc (100 mL) and washed with HCl (0.5 N, 100 mL), water (100 mL), NaOH (0.5 N, 100 mL), and water (100 mL). The organic layer was dried over anhydrous Na_2SO_4 , and the solvent removed under reduced pressure. The resulting Compound 1C was >90% pure as judged by HPLC and used without further purification in Step D.

Step D:



15

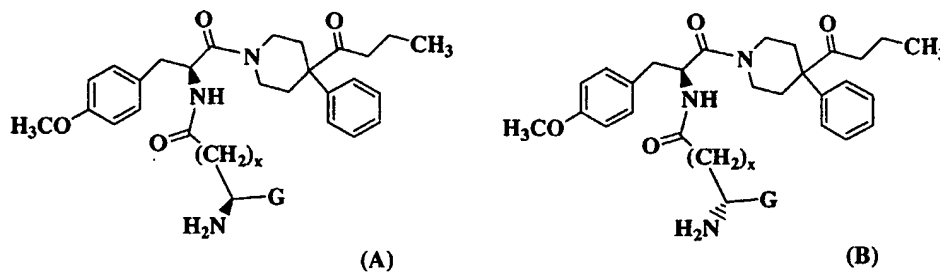
To a solution of the Boc-protected Compound 2C (1.1 mmols) in wet CH_2Cl_2 (20 mL plus 1 mL water) was added TFA (10 mL). The solution was stirred at RT for 1 h before the solvents were removed. The crude reaction mixture was purified by preparative HPLC to obtain compound 2D at >95% purity as judged by HPLC. HPLC (min) = 2.5, MS $(\text{M}+\text{H})^+ = 546.4$.

20

Step E:

To a solution of compound 2D (0.1 g, 0.18 mmol) in CH_2Cl_2 (10 mL) was added Et_3N (0.075 mL, 0.54 mmol). This solution was cooled to 0°C , and then acetyl chloride was added (0.02 g, 0.27 mmol). The reaction mixture was stirred at RT until all the
 5 amine was consumed. The reaction mixture was diluted with EtOAc (100 mL) and washed with HCl (0.5 N, 100 mL), water (100 mL), NaOH (0.5 N, 100 mL), and water (100 mL). The organic layer was dried over anhydrous Na_2SO_4 , and the solvent removed under reduced pressure to provide Example 2 which was purified by preparative HPLC. Purity = 94%, HPLC ret. time (min.) = 2.71, MS $(\text{M}+\text{H})^+ = 588$.

10

EXAMPLES 3-43

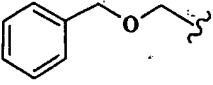
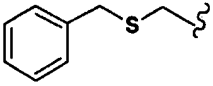
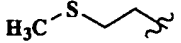
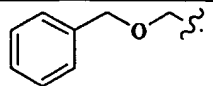
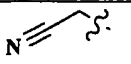


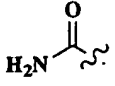
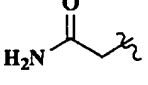
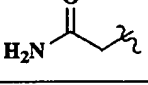
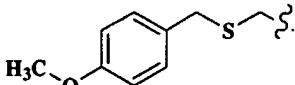
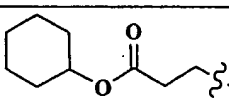
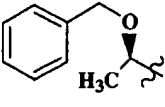
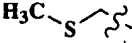
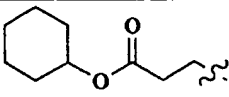
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Compounds of the above formulae (A) and (B), wherein the groups G and x have the values listed in Table 1, were prepared following the procedure described above for Example 2.

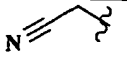
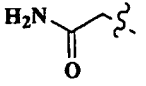
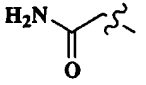
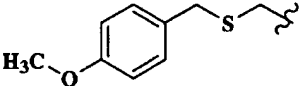
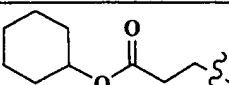
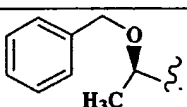
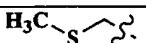
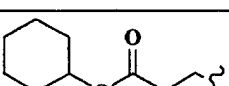
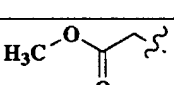
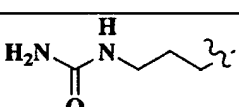
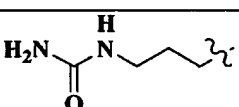
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TABLE 1

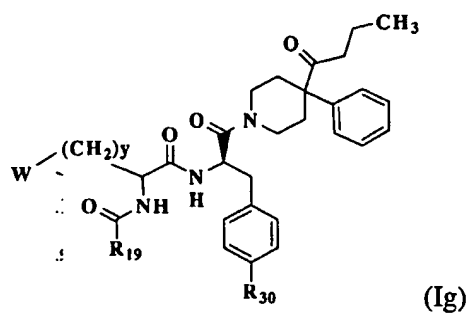
Ex.	Core	x	G	Purity (%)	HPLC RT (min)	Mass (M+H)
3	B	0		87	2.6	537.21

4	B	0		80	3.6	586.5
5	A	0		83	3.7	602.46
6	A	0		78	3.4	540.43
7	A	0		85	3.1	586.23
8	B	0		93	3.0	505.35
9	B	1		85	2.7	524.22
10	B	2		84	2.7	538.24
11	B	2		100	2.7	537.28
12	B	0		92	2.6	523.17
13	A	0		93	2.6	523.35
14	A	0		78	3.1	632.18
15	A	0		83	3.3	620.37
16	A	0		95	3.1	600.24
17	A	0		94	2.8	526.05
18	A	0		78	3.2	620.26

19	A	0		96	2.7	538.23
20	A	2		81	2.7	538.14
21	A	0		91	2.5	549
22	B	0		86	2.56	549.31
23	A	0		88	2.49	549.3
24	B	0		91	2.52	549.31
25	B	0		89	2.53	563.42
26	A	0		78	2.62	566.29
27	B	0		83	2.67	566.31
28	B	0		87	2.6	537.21
29	B	0		80	3.6	586.5
30	A	0		83	3.7	602.46
31	A	0		78	3.4	540.43
32	A	0		85	3.1	586.23

33	B	0		93	3.0	505.35
34	B	0		92	2.6	523.17
35	A	0		93	2.6	523.35
36	A	0		78	3.1	632.18
37	A	0		83	3.3	620.37
38	A	0		95	3.1	600.24
39	A	0		94	2.8	526.05
40	A	0		78	3.2	620.26
41	A	0		96	2.7	538.23
42	A	0		78	2.62	566.29
43	B	0		83	2.67	566.31

EXAMPLES 44-48



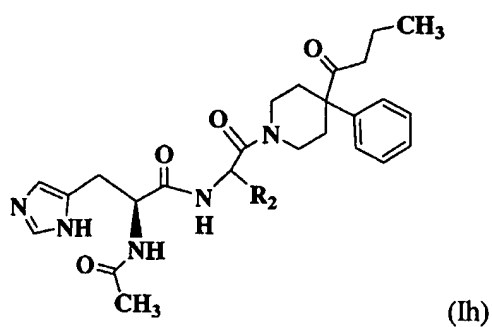
Compounds having the above formula (Ig), wherein W, y and R₁₅ have the values listed in Table 2, were prepared following the same or similar procedure as described above for Example 2.

TABLE 2

Ex.	W	y	R ₁₉	R ₃₀	Purity (%)	HPLC Ret time (min)	MS (M+H)
44		1	-CH ₃	-OCH ₃	94	2.71	588
45		1		-OCH ₃	96	2.97	650.27
46		1	-CH ₃	Cl	96	-	593
47		1		Cl	90	-	655
48	NH ₂	3	-CH ₃	-OCH ₃	80	2.67	565.29

10

EXAMPLES 49-84

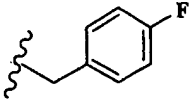
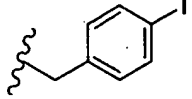
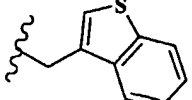
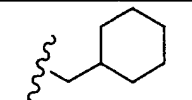
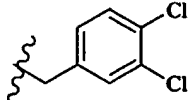
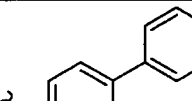
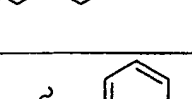
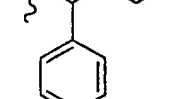
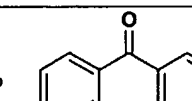
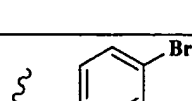


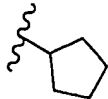
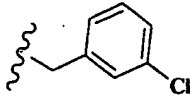
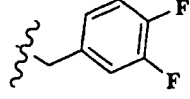
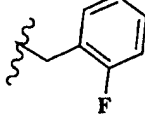
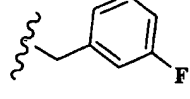
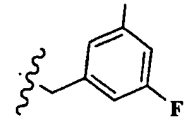
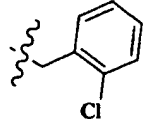
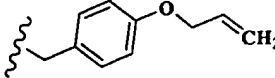
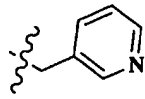
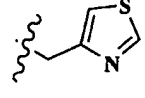
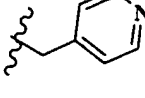
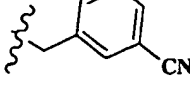
Compounds of formula (Ih), above, wherein R₂ has the values listed in Table 3, were prepared following the same or similar procedure as described above for Example 2.

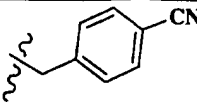
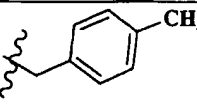
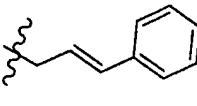
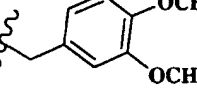
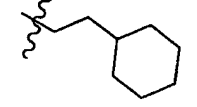
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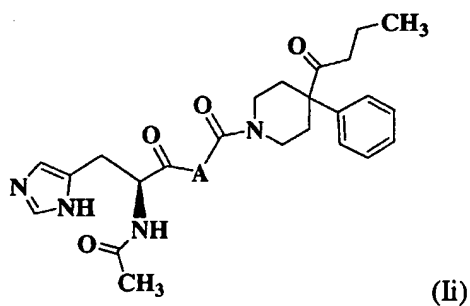
TABLE 3

Ex. No.	R ₂	Purity (%)	HPLC RT (min)	Mass (M+H)
49		79	3.2	524.39
50		84	3.3	524.39
51		80	3.2	564.28
52		81	3.1	603.34
53		93	3.5	608.37
54		84	3.4	572.34
55		86	3.5	608.37

56		85	3.3	576.31
57		96	3.5	684.22
58		72	3.5	614.34
59		88	3.6	564.37
60		85	3.6	626.27
61		92	3.7	634.38
62		91	3.5	634.38
63		71	3.4	662.34
64		92	3.5	636.26
65		87	3.4	584.35

66		84	3.3	536.38
67		86	3.4	592.32
68		84	3.3	594.33
69		83	3.3	576.31
70		84	3.3	576.31
71		80	3.4	594.31
72		89	3.4	592.31
73		78	3.5	614.39
74		83	2.5	559.32
75		82	2.9	565.27
76		82	2.5	559.31
77		79	3.0	583.32

78	H	81	2.7	468.29
79	-CH ₃	84	2.8	482.31
80		85	3.0	583.33
81		80	3.4	572.33
82		75	3.4	584.33
83		88	3.0	618.37
84		86	3.8	578.38

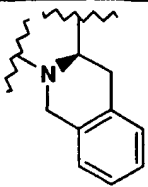
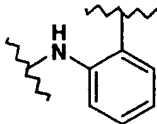
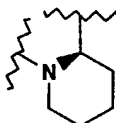
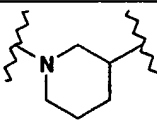
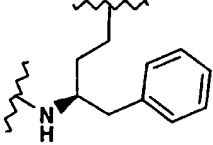

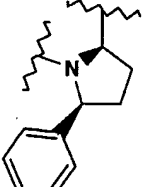
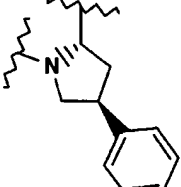
EXAMPLES 85-93

5

Compounds of formula (Ii), above, wherein A has the values listed in Table 4, were prepared following the same or similar procedure as described above for Example 2.

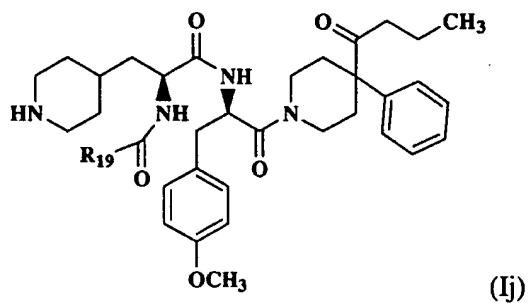
TABLE 4

Ex. No.	A	Purity (%)	HPLC ret. t. = (min)	Mass (M+H)
85	-CH ₂ CH ₂ -	76	2.7	482.32

86		71	3.2	570.32
87		80	3.1	530.32
88		73	3.0	522.38
89		87	2.9	522.38
90		76	3.3	586.36
91		80	3.2	584.34
92		71	3.4	584.33
93		83	3.4	584.35

EXAMPLES 94-145

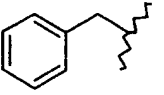
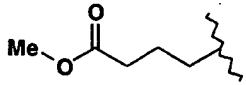
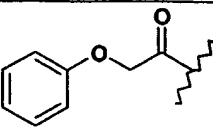
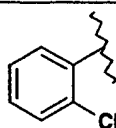
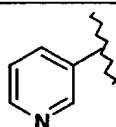
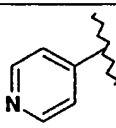
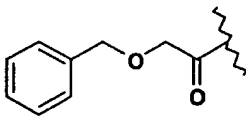
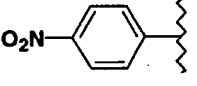
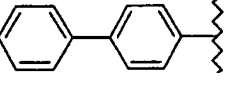
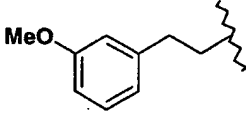
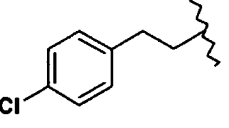
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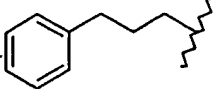
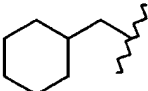
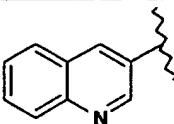
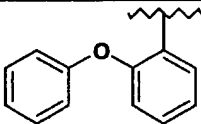
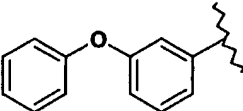
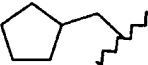

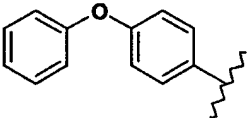

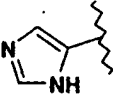

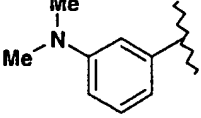


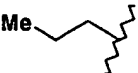
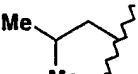
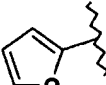
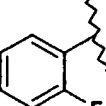
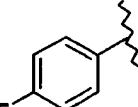
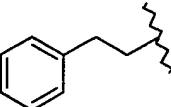
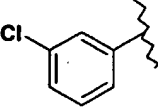
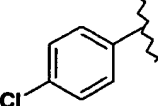
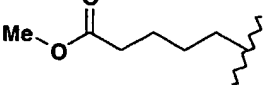
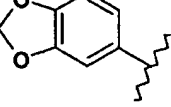
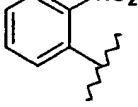
10 Compounds having the above formula (Ij), wherein R₁₉ has the values listed in Table 5, were prepared following the same or similar procedure as described above for Examples 1 and 2.

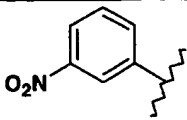
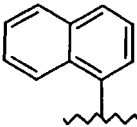
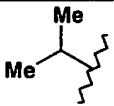
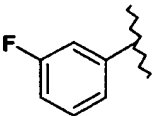
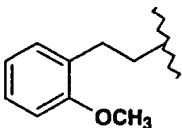
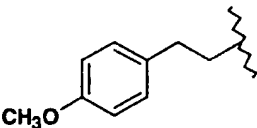
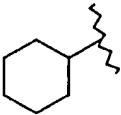
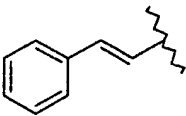
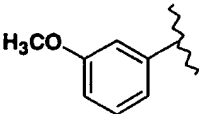
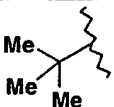
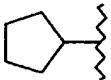
TABLE 5

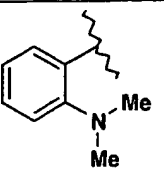
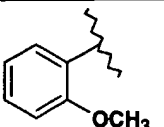
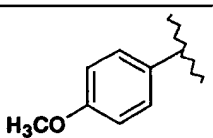
Ex. No.	R ₁₉	Purity (%)	HPLC RT (min)	Mass (M+H)
94		84	3.59	729.4
95		90	2.84	695.9
96		80	3.72	743
97		88	3.43	710.9

98		81	3.37	680.9
99		80	3.21	690.9
100		82	3.43	696.9
101		84	3.53	701.3
102		85	3.02	667.9
103		84	2.97	667.9
104		85	3.49	710.9
105		85	3.41	711.9
106		81	3.7	743
107		76	3.46	724.9
108		85	3.61	729.4

109		75	3.58	708.9
110		75	3.61	686.9
111		80	3.27	717.9
112		80	3.6	759
113		81	3.72	759
114		75	3.52	672.9
115		90	3.08	604.8
116		75	3.73	759
117		75	3.16	618.8
118		85	2.89	656.8
119		75	3.2	630.8
120		75	3.12	709.9

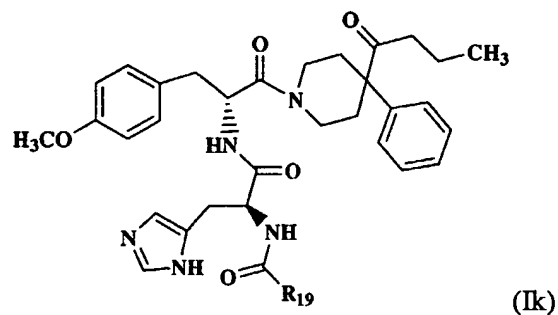
121		80	3.24	632.9
122		90	3.36	646.9
123		78	3.2	656.8
124		90	3.32	684.9
125		73	3.4	684.9
126		79	3.45	694.9
127		75	3.35	701.3
128		80	3.54	701.3
129		75	3.27	704.9
130		81	3.33	710.9
131		75	3.25	711.9

132		88	3.39	711.9
133		84	3.5	716.9
134		80	3.25	632.9
135		80	3.41	684.9
136		77	3.51	724.9
137		80	3.43	724.9
138		75	3.51	672.9
139		80	3.49	692.9
140		75	3.39	696.9
141		90	3.36	646.9
142		90	3.41	658.9

143		90	2.96	709.9
144		80	3.35	696.9
145		90	3.36	696.9

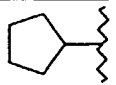
EXAMPLES 146-200

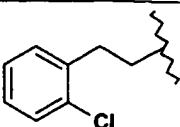
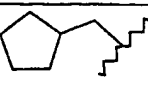
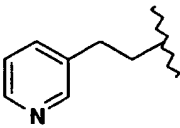
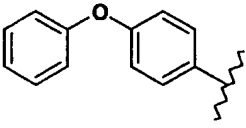
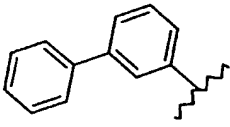

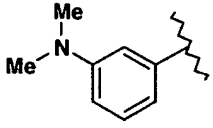
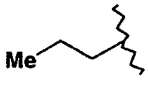
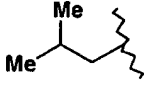
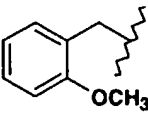
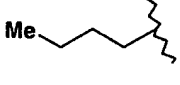
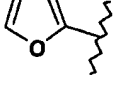
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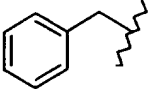
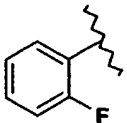
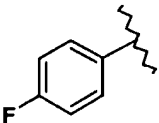
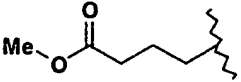
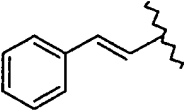
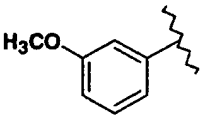
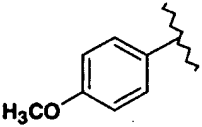
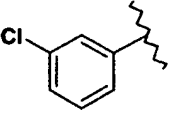
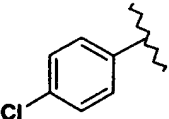
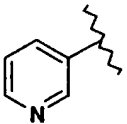
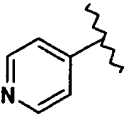


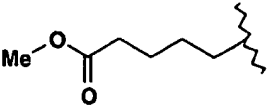
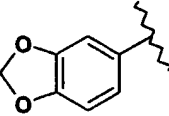
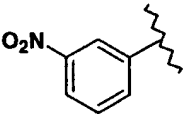
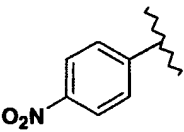
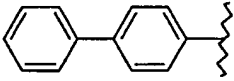
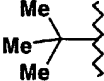

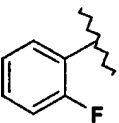
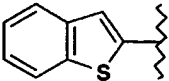
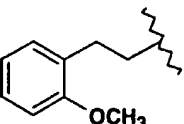
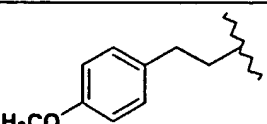
10 Compounds having the above formula (Ik), wherein R₁₉ has the values listed in Table 6, were prepared following the same or similar procedure as for Example 1.

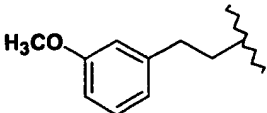
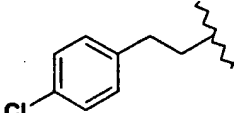
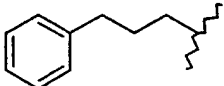
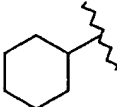
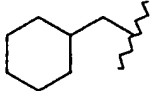
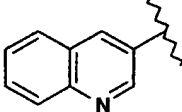
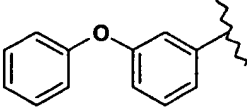
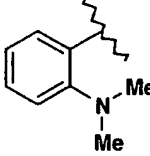
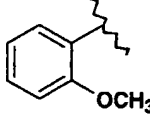
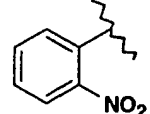
TABLE 6

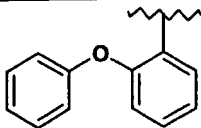
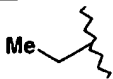
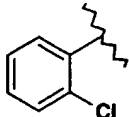
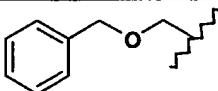
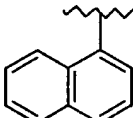
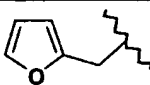
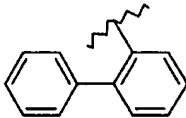
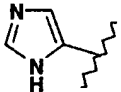
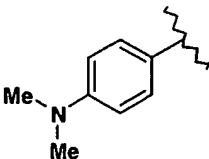
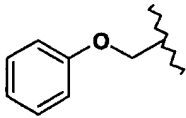
Ex. No.	R ₁₉	Purity (%)	HPLC RT (min)	Mass (M+H)
146		80	3.36	642.4

147		70	3.56	712.3
148		75	3.47	656.4
149		76.5	2.83	679.3
150		75.7	3.69	742.3
151		75.1	3.68	726.4
152		80	3.18	614.4
153		72.6	3.11	693.4
154		75	3.23	616.4
155		80	3.31	630.4
156		72	3.39	694.4
157		75	3.33	630.4
158		90	3.16	640.4

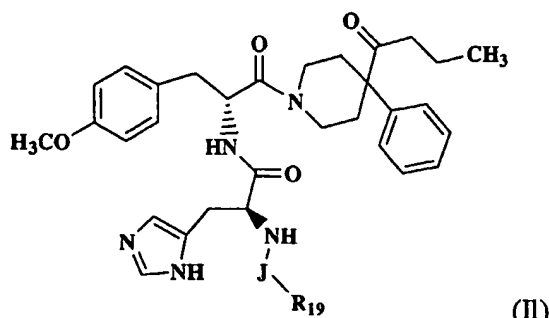
159		85	3.32	664.4
160		80.4	3.28	668.3
161		78.2	3.36	668.3
162		70	3.17	674.4
163		75	3.45	676.4
164		75	3.36	680.3
165		75	3.33	680.3
166		75.3	3.49	684.3
167		76.1	3.5	684.3
168		80	3.01	651.3
169		85	2.96	651.3

170		70	3.24	688.4
171		79.4	3.3	694.3
172		82.9	3.34	695.3
173		83.7	3.37	695.3
174		75	3.66	726.4
175		75	3.31	630.4
176		70	3.21	616.4
177		79.6	3.36	668.3
178		85	3.52	706.3
179		70	3.47	708.4
180		70	3.42	708.4

181		70	3.43	708.4
182		70	3.59	712.4
183		75.5	3.54	692.4
184		75	3.46	656.4
185		72	3.56	670.4
186		72	3.25	701.4
187		76.3	3.68	742.4
188		90	2.95	693.4
189		90	3.32	680.3
190		90	4.33	695.3

191		90	3.57	742.3
192		90	3.13	602.3
193		90	3.29	684.3
194		90	3.44	694.3
195		92	3.45	700.4
196		90	3.26	670.3
197		90	3.53	726.3
198		90	4.33	640.3
199		90	3.33	693.4
200		90	3.37	680.3

EXAMPLES 201-215



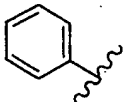
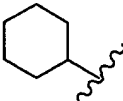
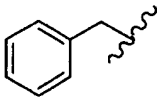
(II)

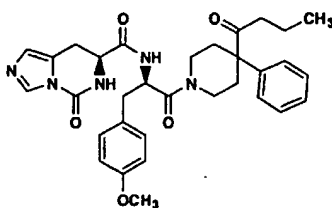
Compounds having the above formula (II), wherein J and R₁₉ have the values listed in Table 7, were prepared following the same or similar procedure as for Example

1. For examples 201-205 and 213-215, in the last step, compound 2D was dissolved in DCM and reacted with 1.2 eq of the appropriate sulfonyl chloride or chloroformate in presence of 3 eq of resin bound morpholine (Argonaut Technologies) at RT overnight. After filtration and concentration the residue was purified by RP-prep HPLC. For examples 206-212, in the last step compound 2D was reacted with 1.1 eq of the appropriate isocyanate in toluene at RT overnight. After concentration, the residue was purified by RP-prep HPLC.

TABLE 7

Ex. No.	J	R ₁₉	Purity (%)	HPLC RT (min)	Mass (M+H)
201	-SO ₂ -	-CH ₃	86	3.03	623.8
202	-SO ₂ -	-CH ₂ CH ₃	80	3.10	637.8
203	-SO ₂ -	-CH ₂ CH ₂ CH ₃	95	3.20	651.8
204	-SO ₂ -		95	3.22	685.8
205	-SO ₂ -		95	3.32	699.9
206	-C(=O)NH-	-CH ₂ CH ₃	92	3.12	616.8
207	-C(=O)NH-	-CH ₃	80	3.05	602.7
208	-C(=O)NH-	-CH(CH ₃)(CH ₃)	95	3.22	630.8

209	-C(=O)NH-	-CH ₂ CH ₂ CH ₃	95	3.23	630.8
210	-C(=O)NH-		95	3.36	664.8
211	-C(=O)NH-		95	3.46	670.9
212	-C(=O)NH-		95	3.36	678.8
213	-CO ₂ -	-CH ₂ CH ₂ CH ₃	94	3.69	631.8
214	-CO ₂ -	-CH ₃	91	3.47	603.7
215	-CO ₂ -	-CH ₂ CH ₃	90	3.56	617.8

EXAMPLE 216

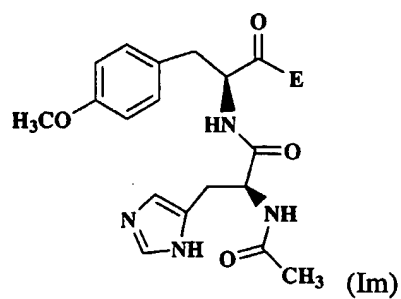
5

Example 216 was prepared following the same or similar procedure as described above for Example 2. In the last step, 2D was reacted with 1.2eq of phenylchloroformate in DCM in presence of 3 eq of resin bound morpholine. After filtration and concentration, the residue was purified by RP-prep HPLC. Purity =98%, HPLC ret. time (min) = 3.42, MS (M+H)⁺=572.

10

EXAMPLES 217-311

15

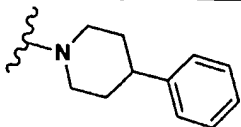
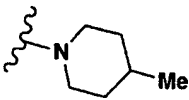
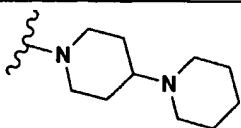
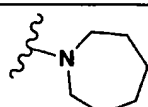
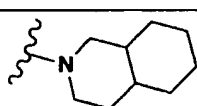
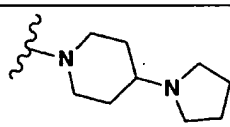
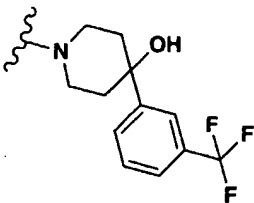
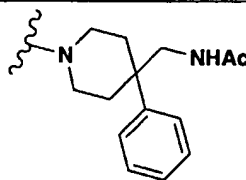
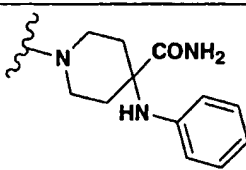


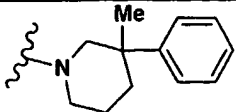
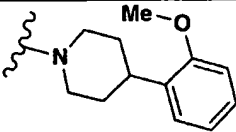
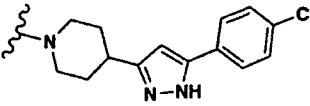
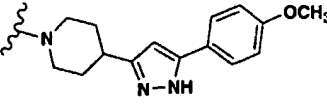
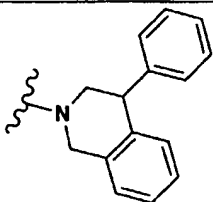
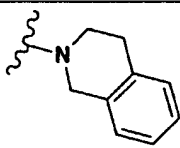
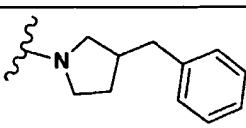
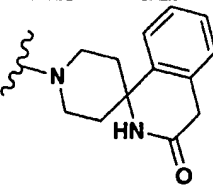
Compounds having the above formula (Im), wherein E has the values listed in Table 8, were prepared following the same or similar procedure as for Example 1.

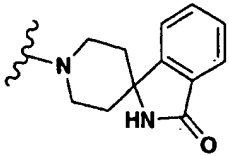
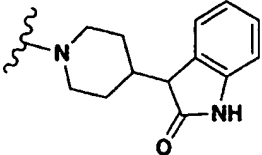
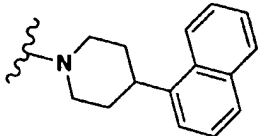
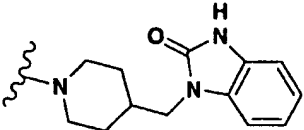
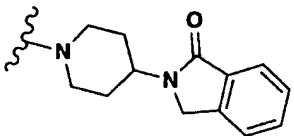
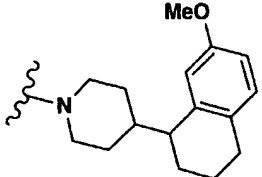
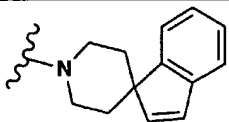
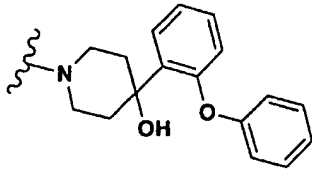
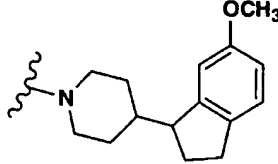
5

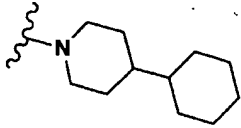
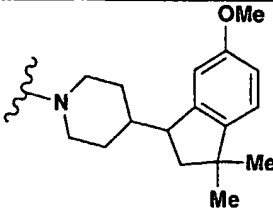
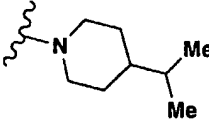
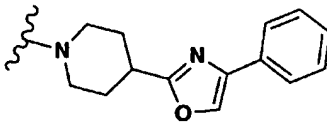
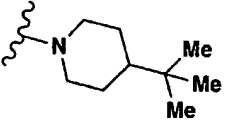
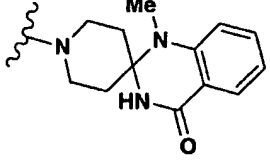
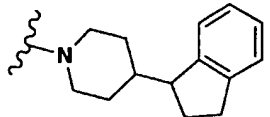
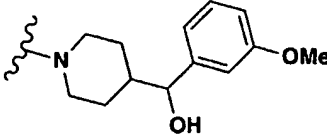
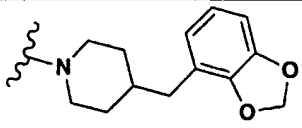
TABLE 8

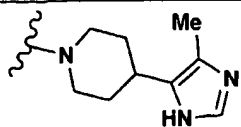
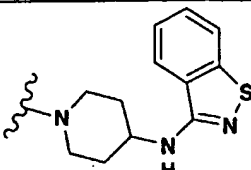
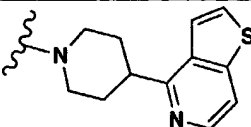
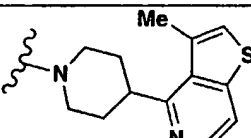
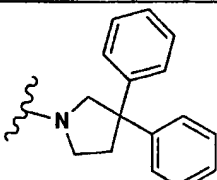
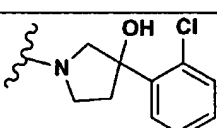
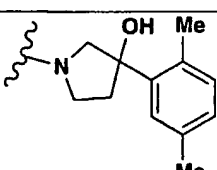
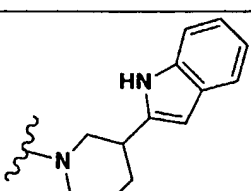
Ex. No.	E	Purity (%)	HPLC RT (min)	Mass (M+H)
217		88.9%	2.2	427.5
218		87.4%	2.6	573.7
219		74.0%	2.6	587.7
220		92.7%	2.4	441.5
221		78.6%	2.6	533.6

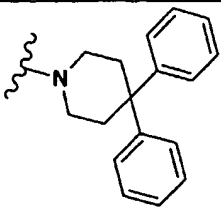
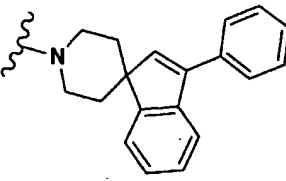
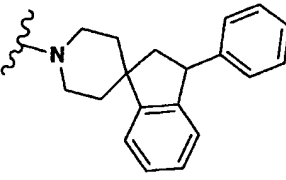
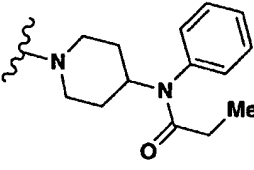
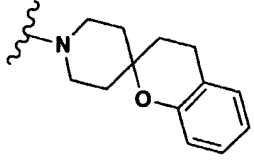
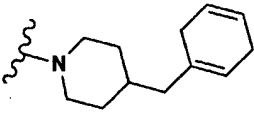
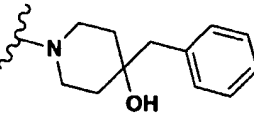
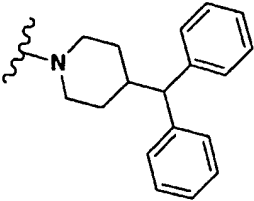
222		80.6%	3.0	517.6
223		85.5%	2.7	455.6
224		96.0%	1.7	524.7
225		88.4%	2.6	455.6
226		80.8%	3.1	495.6
227		92.0%	1.6	510.6
228		80.9%	3.1	601.6
229		85.4%	2.7	588.7
230		86.2%	2.5	575.7

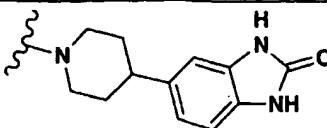
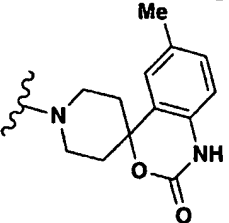
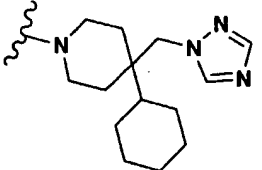
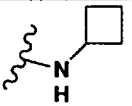
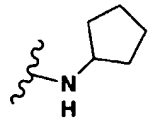
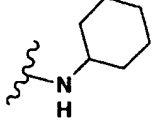
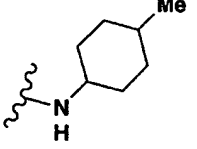
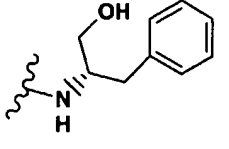
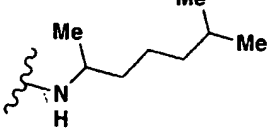
231		88.3%	3.2	531.7
232		86.5%	3.1	547.7
233		85.4%	3.2	618.1
234		87.2%	2.8	613.7
235		92.3%	3.3	565.7
236		85.2%	2.8	489.6
237		85.6%	3.0	517.6
238		93.0%	2.6	572.7

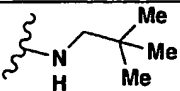
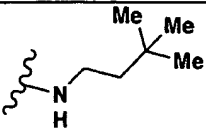
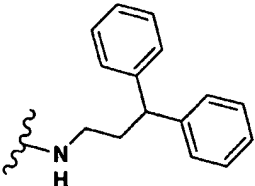
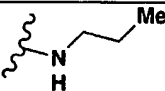

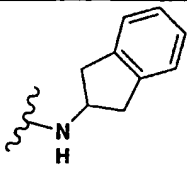
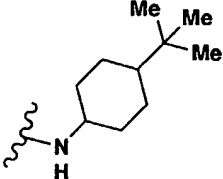
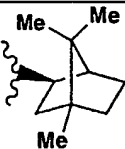
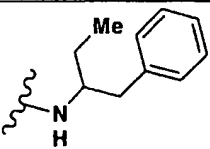
239		89.3%	2.5	558.6
240		81.3%	2.6	572.7
241		80.6%	3.4	567.7
242		84.8%	2.7	587.7
243		87.7%	2.6	572.7
244		93.2%	3.5	601.7
245		86.7%	3.2	541.7
246		84.7%	3.2	625.7
247		89.6%	3.4	587.7

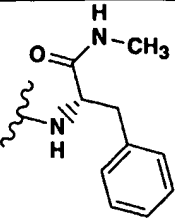
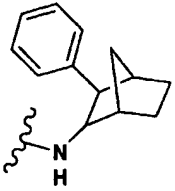
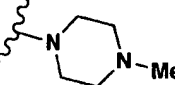
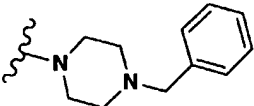
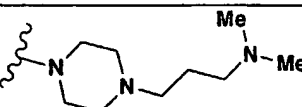
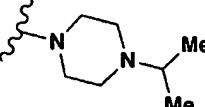
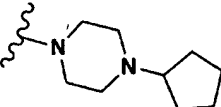
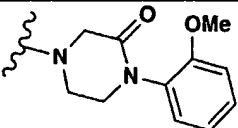
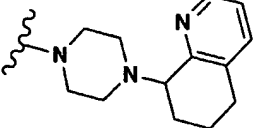
248		84.2%	3.5	523.7
249		90.1%	3.6	615.8
250		80.0%	3.1	483.6
251		86.2%	3.0	584.7
252		82.3%	3.2	497.6
253		71.0%	2.6	587.7
254		91.1%	3.4	557.7
255		82.6%	2.7	577.7
256		81.5%	3.2	575.7

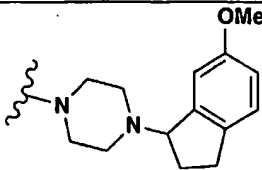
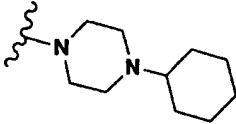
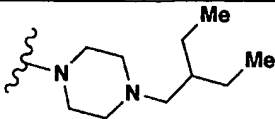
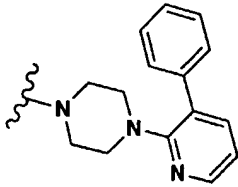
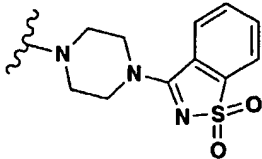
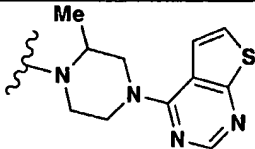
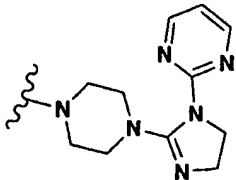
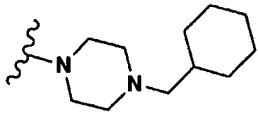
257		80.4%	1.8	521.6
258		79.7%	2.9	589.7
259		93.0%	2.0	574.7
260		91.0%	2.3	589.7
261		93.4%	3.3	579.7
262		79.8%	3.0	554.0
263		71.0%	3.2	547.7
264		77.6%	3.3	556.7

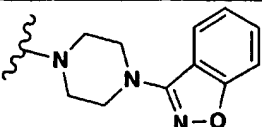
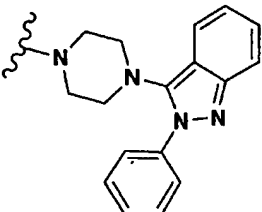
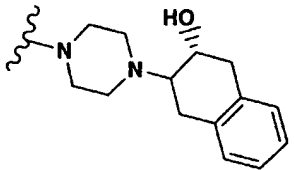
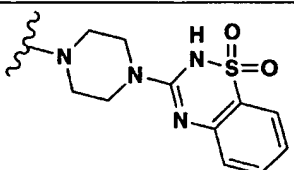
265		85.8%	3.6	607.8
266		95.0%	3.8	617.8
267		91.4%	3.7	619.8
268		84.7%	3.0	588.7
269		92.5%	3.4	559.7
270		82.4%	3.5	533.7
271		86.4%	3.0	547.7
272		94.0%	3.6	607.8

273		75.0%	2.0	574.6
274		82.0%	2.9	588.7
275		88.4%	3.2	604.8
276		86.0%	2.3	427.5
277		88.7%	2.5	441.5
278		88.7%	2.7	455.6
279		88.7%	3.0	469.6
280		74.8%	2.6	507.6
281		88.5%	3.3	485.6

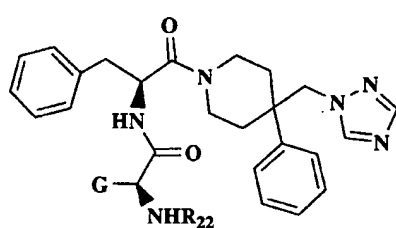
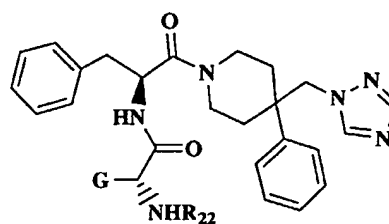
282		81.2%	2.6	443.5
283		86.0%	2.9	457.6
284		90.2%	3.3	567.7
285		80.0%	2.1	415.5
286		79.0%	2.9	491.6
287		86.0%	2.8	489.6
288		90.3%	3.5	511.7
289		88.1%	3.3	509.7
290		78.2%	3.0	505.6

291		89.2%	2.5	534.6
292		80.0%	3.4	543.7
293		85.5%	1.3	456.5
294		87.9%	1.9	532.6
295		78.3%	1.4	527.7
296		94.0%	1.4	484.6
297		86.5%	1.7	510.6
298		95.5%	2.3	562.6
299		75.0%	1.9	573.7

300		87.8%	2.2	588.7
301		84.9%	1.9	524.7
302		75.4%	2.1	526.7
303		91.8%	2.5	595.7
304		78.1%	2.0	607.7
305		90.5%	2.2	590.7
306		91.0%	1.9	588.7
307		83.1%	2.2	538.7

308		88.7%	2.9	559.6
309		89.3%	3.1	634.7
310		90.1%	2.4	588.7
311		88.4%	2.4	622.7

5

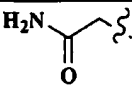
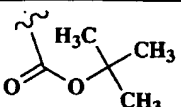
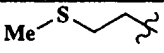
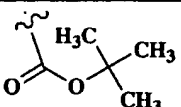
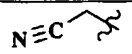
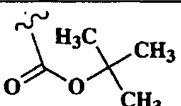
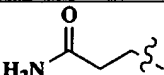
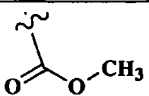
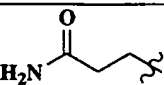
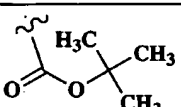
EXAMPLES 312-316**A****B**

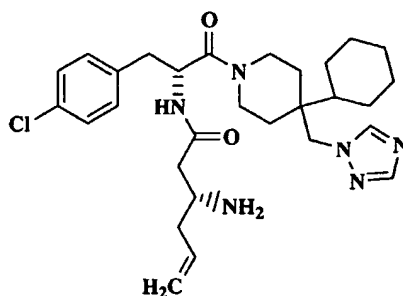
10

Compounds having the above formulae A or B, wherein G and R₂₂ have the values listed in Table 9, were prepared following the same or similar procedure as for Example 1.

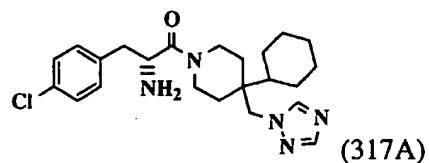
15

TABLE 9

Ex. No.	Core	G	R ₂₂	Purity (%)	HPLC RT (min)	Mass (M+H)
312	A			82.0%	3.8	644.44
313	A			80.0%	4.1	661.43
314	B			91.0%	3.9	626.42
315	A			89.0%	3.4	600.41
316	B			94.1%	3.8	658.44

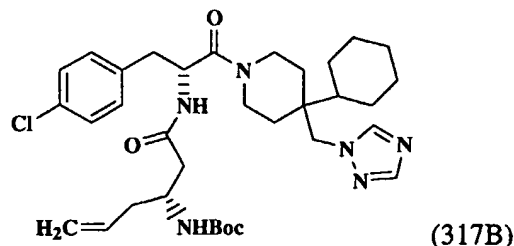
EXAMPLE 317

5

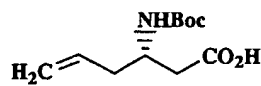
Step A:

Compound 317A was prepared by coupling of commercially available N-BOC D-4-chlorophenylalanine and 4-Cyclohexyl-4-[1,2,4]triazol-1-ylmethyl-piperidine, followed by deprotection of the BOC group, as described in WO 00/74679.

5 Step B:



To a solution of the compound 317A and the amino acid having the formula,



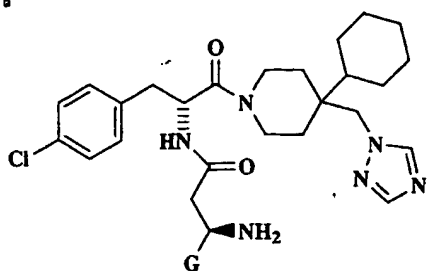
10 , in DCM (12 mL) was added 1-ethyl-3-(3-dimethylaminopropyl) carbodiimide (736 mg, 3.8 mmol) and HOBt (518 mg, 3.8 mmol) at RT. The mixture was stirred at RT overnight and a sat'd solution of ammonium chloride (15 mL) was added. The separated aqueous layer was extracted with DCM (3 x 25 mL), and the combined organic layers were dried (MgSO₄ anhyd.), filtered, and evaporated to afford compound 317B which was used in the next step without purification. HPLC (Column: 15 Combiscreen C8 S-5 4.6 x 50 mm; Flow rate: 4 mL / min, Solvent system: 0-100% B in 4 min. Solvent A: 10% CH₃CN - 90 %H₂O - 0.1% TFA; Solvent B: 90% CH₃CN - 10 %H₂O - 0.1% TFA; UV: 220 nm): retention time 2.40 min, purity 99.2%; HPLC (Column: Luna CN 4.6 x 30 mm; Flow rate: 4 mL / min, Solvent system: 0-100% B in 4 min. Solvent A: 10% CH₃CN - 90 % H₂O - 5mM NH₄OAc; Solvent B: 90% CH₃CN - 10 20 %H₂O - 5mM NH₄OAc; UV: 220 nm): retention time 3.06 min, purity 100%; HPLC / MS (Column: YMC ODS-A C18 4.6 x 50 mm; Flow rate: 4 mL / min, Solvent system: 0-100% B in 2min. Solvent A: 10% CH₃CN - 90 %H₂O - 5mM NH₄OAc; Solvent B: 90% CH₃CN - 10 % H₂O - 5mM NH₄OAc; UV: 220 nm; Micromass ZMD 2000, ESI): retention time 1.81 min, purity 97.8%, MS pos. *m/z* 541 (M+H)⁺; MS (Finigan TSQ 7000, ESI) *m/z* 541 (M+H)⁺; ¹H NMR (400 MHz, CD₃OD) δ ppm (two rotamers; ratio 25

1.8:1) 8.45 (1H, s, minor rotamer), 8.43 (1H, s, major rotamer), 7.99 (1H, s, minor rotamer), 7.94 (1H, s, major rotamer), 7.31 (2H, d, $J = 8$ Hz, major rotamer), 7.28 (2H, d, $J = 8$ Hz, minor rotamer), 7.23 (2H, d, $J = 8$ Hz, major rotamer), 7.21 (2H, d, $J = 8$ Hz, minor rotamer), 5.82-5.69 (1H, m), 5.26-5.20 (2H, m), 5.05 (1H, dd, $J = 6, 12$ Hz), 4.26 (2H, s, major rotamer), 4.25 (2H, s, minor rotamer), 3.69-3.58 (1H, m), 3.55-3.43 (2H, m), 3.40-3.32 (1H, m), 3.01-2.84 (2H, m), 2.63-2.55 (1H, m), 2.50-2.43 (1H, m), 2.37-2.30 (2H, m), 1.85-1.63 (6H, m), 1.45-0.86 (8H, m). ^{13}C NMR (100.61 MHz, CD_3OD) δ ppm (two rotamers; ratio 1.8:1) 171.7 (s, major rotamer), 171.6 (s, minor rotamer), 171.3 (s), 151.7 (d), 146.4 (d), 136.7 (d, minor rotamer), 136.6 (d, major rotamer), 134.1 (s, major rotamer), 134.0 (d, minor rotamer), 132.8 (s, major rotamer), 132.7 (s, minor rotamer), 2 X 132.3 (d, major rotamer), 2 x 132.1 (d, minor rotamer), 2 x 129.8 (d, major rotamer), 2 x 129.7 (minor rotamer), 121.0 (t), 53.0 (t, minor rotamer), 52.7 (t, major rotamer), 51.6 (d, minor rotamer), 51.4 (d, major rotamer), 43.0 (d), 42.8 (t, minor rotamer), 42.6 (t, major rotamer), 39.1 (s), 2 X 38.9 (t, major rotamer), 38.7 (t, major rotamer), 38.3 (t, minor rotamer), 38.0 (s, major rotamer), 37.9 (s, minor rotamer), 37.1 (t, minor rotamer), 37.0 (t, major rotamer), 31.2 (t), 30.6 (t), 2 X 28.2 (t), 27.6 (t), 3 X 27.4 (t); ir (ν_{max} , KBr) cm^{-1} : 3565-2500 (broad), 1683, 1635, 1456, 1203, 1139.

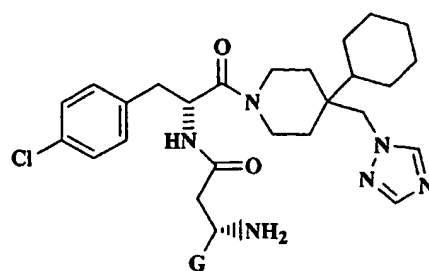
Step C: Example 317

To a solution of Compound 317B in DCM (10 mL) was added a 20% (v/v) solution of TFA in DCM (1.6 mL) at RT. The mixture was stirred at RT for 8 h and evaporated under reduced pressure. The residue was purified using preparative HPLC and after evaporation, the residue was lyophilized to afford Example 317 as the TFA salt. HPLC ret. time (min) = 1.54^b, MS ($\text{M}+\text{H}$)⁺ = 541.

EXAMPLES 318-322



A



B

Compounds having the above formulae A or B, wherein G has the values listed in Table 10 were prepared following the same or similar procedure as for Example 1.

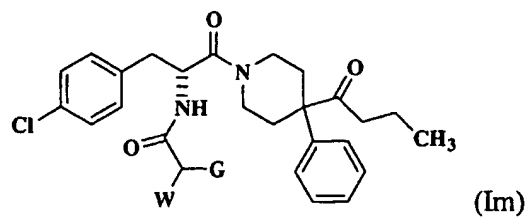
5

TABLE 10

Ex. No.	Core	G	HPLC Retention Time (min)	MS Data ^b (M + H) ⁺
318	B		3.20 ^c	617
319	A		3.19 ^c	617
320	A		1.52 ^b	541
321	A	CH ₃ SCH ₂ CH ₂ -	1.74 ^a	575
322	B		1.52 ^a	544

EXAMPLES 323-328

10



(Im)

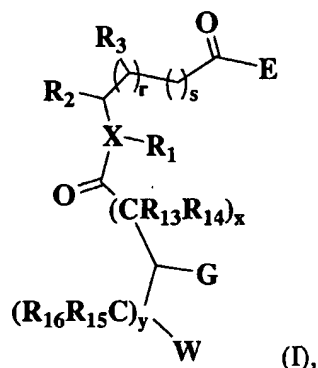
Compounds of formula (Im), above, wherein the groups G and W have the values listed in Table 11, were prepared following the same or similar procedure described above for Example 1, using a different amino acid in place of N-Boc-L-histidine in Step A.

TABLE 11

Ex No.	G	W	Purity (%)	HPLC Ret. time (min)	Mass (M+H)
323			91	2.5	549
324			86	2.56	549.31
325			88	2.49	549.3
326			91	2.52	549.31
327			89	2.53	563.42
328			92	2.58	577.38

CLAIMS

1. A compound of formula (I),



or a pharmaceutically-acceptable salt, hydrate, or prodrug thereof, in which:

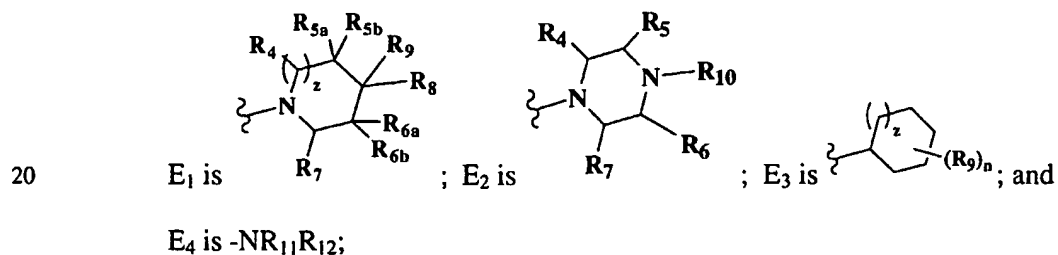
X is N or CH;

- 10 R_1 is hydrogen or C_{1-6} alkyl or is joined together with R_2 or R_3 to form a monocyclic or bicyclic aryl, cycloalkyl, heteroaryl or heterocycle;

- R_2 is hydrogen, aryl, cycloalkyl, heteroaryl, or heterocycle; or C_{1-6} alkyl or C_{2-6} alkenyl optionally substituted with one to three of hydroxy, alkoxy, halogen, cyano, trifluoromethyl, nitro, amino, alkylamino, aryl, cycloalkyl, heteroaryl, and/or
- 15 heterocycle; or R_1 is joined together with R_2 or R_3 to form a monocyclic or bicyclic aryl, cycloalkyl, heteroaryl or heterocycle;

R_3 is hydrogen or C_{1-6} alkyl or is joined together with R_2 to form a monocyclic or bicyclic aryl, cycloalkyl, heteroaryl or heterocycle;

E is E_1 , E_2 , E_3 or E_4 , wherein



G is selected from C₂₋₆alkenyl, A₃-aryl, -OR₁₈, heteroaryl, A₁-cyano, A₂-OR₁₇,

A₁-C(=O)R₁₈, A₁-CO₂R₁₈, A₁-C(=O)NR₁₈R₁₉, A₁-OC(=O)R₁₈,

A₁-NR₁₈C(=O)R₁₉, A₁-OC(=O)NR₁₈R₁₉, A₁-NR₁₈CO₂R₁₉, A₁-NR₁₈SO₂R₁₇,

A₁-SO₂R₁₇, A₁-NR₂₀C(=O)NR₁₈R₁₉, and A₁-SR₁₈; or when y is 0, or when W is

5 a group other than NHR₂₂, G may be A₁-heterocyclo, wherein A₁ is a bond, C₁₋₆alkylene or C₂₋₆alkenylene (straight or branched chain), A₂ is C₁₋₆alkylene or C₂₋₆alkenylene, and A₃ is C₂₋₆alkenylene;

W is selected from -NR₂₁R₂₂, -OR₂₃, -NR₂₁C(=O)R₂₄, -NR₂₁CO₂R₂₄, amidino,

guanidino, or a substituted or unsubstituted heterocyclo, heteroaryl, or cycloalkyl

10 selected from azepinyl, azetidiny, imidazolyl, imidazolidinyl, pyrazolyl, pyridyl, pyrazinyl, pyridazinyl, 1,2-dihydropyridazinyl, pyranyl, tetrahydropyranly, piperazinyl, homopiperazinyl, pyrrolyl, pyrrolidinyl, piperidinyl, thiazolyl, tetrahydrothiazolyl, thienyl, furyl, tetrahydrofuryl, morpholinyl, isoquinolinyl, tetrahydroisoquinolinyl, tetrazolyl, oxazolyl, tetrahydro-oxazolyl, and C₃₋

15 7cycloalkyl, wherein said heteroaryl, heterocyclo or cycloalkyl groups may additionally have fused thereto an optionally substituted five-to-seven membered heterocyclic, heteroaryl, or carbocyclic ring;

R₄ and R₇ are independently selected from hydrogen, alkyl, substituted alkyl, halogen, hydroxy, alkoxy, and keto;

20 R₅, R_{5a}, R_{5b}, R₆, R_{6a}, R_{6b}, R₈ and R₉ are independently hydrogen, halogen, cyano, alkyl, substituted alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclo, aryl, heteroaryl,

-OR₂₅, -NR₂₅R₂₆, -SR₂₅, -S(O)_pR₂₆, -C(=O)R₂₅, -OC(=O)R₂₅, -CO₂R₂₅,

-C(=O)NR₂₅R₂₆, -NR₂₅C(=O)R₂₆, -OC(=O)NR₂₅R₂₆, -NR₂₅CO₂R₂₆,

-NR₂₇C(=O)NR₂₅R₂₆ or -NR₂₅SO₂R₂₆; or R_{5a} and R_{5b}, R_{6a} and R_{6b}, or R₈ and R₉

25 taken together form a keto group (=O) or a monocyclic or bicyclic cycloalkyl or heterocyclo joined in a spiro fashion to ring E, or alternatively, R_{5a} and/or R_{5b} together with R₈ and/or R₉, or R_{6a} and/or R_{6b} together with R₈ and/or R₉, join together to form a fused carbocyclic, heterocyclic, or heteroaryl ring; provided

that, when G is a C₁₋₆alkyl substituted with -OR₁₇, -CO₂R₁₈, or -C(=O)NR₁₈R₁₉,

30 then R_{5a}, R_{5b}, R_{6a}, and R_{6b} are hydrogen;

R₁₀ is selected from hydrogen, alkyl, substituted alkyl, cycloalkyl, aryl, heteroaryl, and heterocyclo;

R₁₁ is hydrogen or C₁₋₈alkyl;

R₁₂ is C₁₋₈alkyl, substituted C₁₋₈alkyl, or cycloalkyl;

- 5 R₁₃, R₁₄, R₁₅ and R₁₆ are selected independently of each other from hydrogen, alkyl, substituted alkyl, amino, alkylamino, hydroxy, alkoxy, aryl, cycloalkyl, heteroaryl, or heterocyclo, or R₁₃ and R₁₄, or R₁₅ and R₁₆, when attached to the same carbon atom, may join to form a spirocycloalkyl ring;

R₁₇ is alkyl, cycloalkyl, aryl, heterocyclo, or heteroaryl;

- 10 R₁₈, R₁₉, and R₂₀ are independently selected from hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, aryl, heteroaryl, cycloalkyl, heterocyclo, or C(=O)R₂₈; or when G is NH(C=O)R₁₉, R₁₉ may be a bond joined to W to define a heterocyclo ring; provided, however, that when y is at least one, W is imidazolyl, indolyl, -NR₂₁R₂₂, or -OR₂₃, and G is -NR₁₈C(=O)R₁₉, then R₁₉ is not a C₁-alkyl
15 having the substituent -NR₂₉R₃₁;

R₂₁ and R₂₂ are selected from hydrogen, alkyl, and substituted alkyl;

R₂₃ and R₂₄ are independently hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, heterocyclo, and cycloalkyl;

- R₂₅, R₂₆ and R₂₇ are independently hydrogen, alkyl, substituted alkyl, cycloalkyl, aryl, heterocyclo, or heteroaryl; or R₂₅ and R₂₆ may join together to form a heterocyclo
20 or heteroaryl, except R₂₆ is not hydrogen when joined to a sulfonyl group as in -S(O)_pR₂₆ or -NR₂₅SO₂R₂₆;

R₂₈ is hydrogen, alkyl, or substituted alkyl;

- R₂₉ and R₃₁ are selected from hydrogen, alkyl, haloalkyl, hydroxyalkyl, phenylalkyl, and alkoxycarbonylalkyl, or R₂₉ and R₃₀ taken together form a heterocyclo ring;
25

n is 0, 1, 2, 3 or 4;

p is 1, 2, or 3;

r and s are 0 or 1;

x is 0, 1, or 2;

y is 0, 1, 2, 3 or 4;

z is 0, 1, or 2.

- 5 2. A compound according to claim 1, or a pharmaceutically-acceptable salt, hydrate, or prodrug thereof, in which:

G is $-NR_{18}C(=O)R_{19}$,

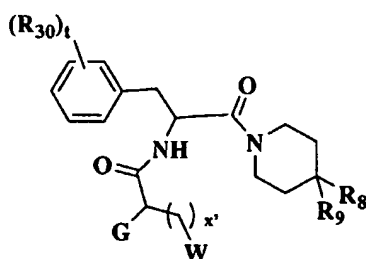
R_{18} is hydrogen or lower alkyl,

R_{19} is C_{1-4} alkyl, C_{2-4} alkenyl, phenyl, benzyl, C_{5-6} cycloalkyl, -
10 $C(=O)CH_2$ (phenyloxy), $-(=O)CH_2$ (benzyloxy), imidazolyl, pyridyl, furyl, thienyl, or C_{1-4} alkyl or C_{2-4} alkenyl substituted with one of phenyl, phenyl, pyridyl, furyl, cyclopentyl, cyclohexyl, CO_2Me , phenyloxy, and benzyloxy, wherein each ringed group of R_{19} in turn is optionally substituted with one to two R_{36} , and/or optionally has a benzene ring or
15 five membered heterocyclo having two oxygen atoms fused thereto; and
 R_{36} is halogen, methoxy, nitro, phenyl, phenyloxy, or alkylamino.

3. A compound according to claim 2, or a pharmaceutically-acceptable salt hydrate, or prodrug thereof, in which W is $-NH_2$, $-NH$ alkyl, $-N(alkyl)_2$, imidazolyl,
20 piperidinyl, pyrrolidinyl, $NHCO_2(alkyl)$, azetidinyll or C_{4-7} cycloalkyl optionally substituted with $-NH_2$, $-NH$ alkyl, or $-N(alkyl)_2$.

4. A compound according to claim 1, or a pharmaceutically-acceptable salt hydrate, or prodrug thereof, having the formula:

25



in which

W is $-\text{NR}_{21}\text{R}_{22}$, $-\text{NHC}(=\text{O})\text{R}_{24}$, $-\text{NHCO}_2\text{alkyl}$, or optionally-substituted azetidiny;

- 5 R_8 and R_9 are selected independently from hydrogen, alkyl, $-(\text{CH}_2)_j-\text{C}(=\text{O})\text{alkyl}$, $-(\text{CH}_2)_j$ -phenyl, $-(\text{CH}_2)_j$ -naphthyl, $-(\text{CH}_2)_j$ - C_{4-7} cycloalkyl, $-(\text{CH}_2)_j$ -heterocyclo, and $-(\text{CH}_2)_j$ -heteroaryl, or R_8 and R_9 together form a spirocycloalkyl or spiroheterocyclic ring;

- R_{21} and R_{22} are independently selected from hydrogen, C_{1-8} alkyl, and $(\text{CH}_2)_q\text{-J}$, wherein J
10 is selected from naphthyl, furanyl, indolyl, imidazolyl, pyrimidinyl, benzothiophenyl, pyridinyl, pyrrolyl, pyrrolidinyl, thiophenyl, and C_{3-7} cycloalkyl, wherein the alkyl, alkylene, and/or J groups of R_{16} and/or R_{17} are optionally substituted with up to three R_{33} ;

- R_{24} is selected from C_{1-6} alkyl, trifluoromethyl, alkoxyalkyl, furylalkyl, alkylaminoethyl,
15 phenyl, pyrrolylalkyl, piperidinyl, and piperidinylalkyl, wherein R_{24} in turn is optionally substituted with one to two C_{1-4} alkyl and/or $-\text{CO}_2(\text{C}_{1-4}\text{alkyl})$;

R_{30} is selected from C_{1-4} alkyl, hydroxy, alkoxy, halogen, nitro, cyano, amino, alkylamino, phenyl, and $-\text{C}(=\text{O})\text{phenyl}$; and

- R_{33} is selected from C_{1-6} alkyl, hydroxy, C_{1-4} alkoxy, amino, C_{1-4} alkylamino, amino C_{1-4} alkyl, trifluoromethyl, halogen, phenyl, benzyl, phenyloxy, benzyloxy,
20 $-\text{C}(=\text{O})(\text{CH}_2)\text{NH}_2$, $-\text{CO}_2(\text{C}_{1-4}\text{alkyl})$, $-\text{SO}_2(\text{C}_{1-4}\text{alkyl})$, tetrazolyl, piperidinyl, pyridinyl, and indolyl, wherein when R_{33} is a ring, said ring in turn is optionally substituted with one to two C_{1-4} alkyl, hydroxy, methoxy, and/or halogen;

j is selected from 0, 1, 2 and 3;

- 25 q is 0, 1, 2 or 3,

t is 0, 1 or 2, and

x' is 0, 1 or 2.

5. A compound according to claim 4, or a pharmaceutically-acceptable salt, hydrate, or prodrug thereof, having the formula:

G is $-NR_{18}C(=O)R_{19}$,

5 R_{18} is hydrogen or lower alkyl, and

R_{19} is C_{1-4} alkyl, C_{2-4} alkenyl, phenyl, benzyl, C_{5-6} cycloalkyl, -

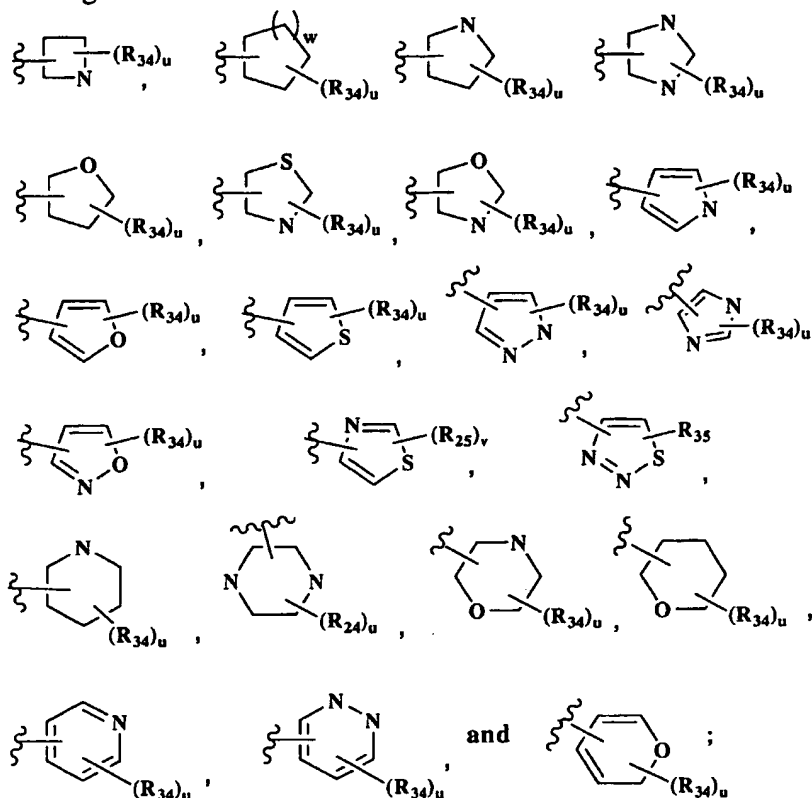
$C(=O)CH_2$ (phenyloxy), $-(=O)CH_2$ (benzyloxy), imidazolyl, pyridyl, furyl, thienyl, or C_{1-4} alkyl or C_{2-4} alkenyl substituted with one of phenyl, phenyl, pyridyl, furyl, cyclopentyl, cyclohexyl, CO_2Me , phenyloxy, and

10 benzyloxy, wherein each ringed group of R_{19} in turn is optionally substituted with one to two R_{36} , and/or optionally has a benzene ring or five membered heterocycle having two oxygen atoms fused thereto; and

R_{36} is halogen, methoxy, nitro, phenyl, phenyloxy, or alkylamino.

15 6. A compound according to claim 1, or a pharmaceutically-acceptable salt, hydrate, or prodrug thereof, in which

W is a ring selected from:

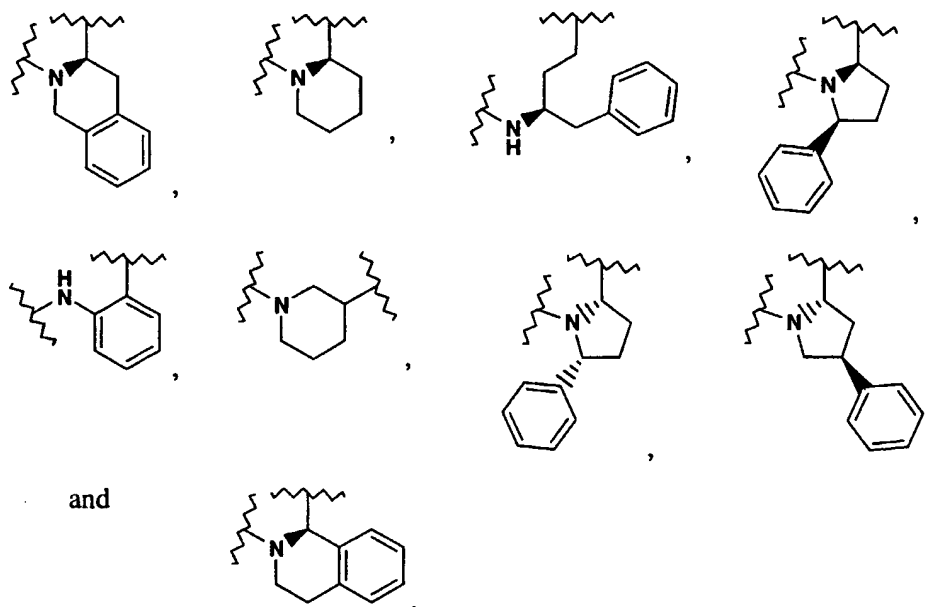


- R_{34} at each occurrence is attached to any available carbon or nitrogen atom of W and is selected from C_{1-6} alkyl, halogen, amino, aminoalkyl, alkylamino, hydroxy, C_{1-4} alkoxy, hydroxy C_{1-4} alkyl, $-C(=O)$ alkyl, $-C(=O)$ aminoalkyl, $-C(=O)$ phenyl, $-C(=O)$ benzyl, $-CO_2$ alkyl, $-CO_2$ phenyl, $-CO_2$ benzyl, $-SO_2$ alkyl, $-SO_2$ aminoalkyl, $-SO_2$ phenyl, $-SO_2$ benzyl, phenyl, benzyl, phenoxy, benzyloxy, pyrrolyl, pyrazolyl, piperidinyl, pyridinyl, pyrimidinyl, and tetrazolyl, and/or two R_{34} when attached to adjacent carbon and/or nitrogen atoms may be taken together to form a fused benzo, heterocyclo, or heteroaryl ring, and/or two R_{34} when attached to the same carbon atom (in the case of a non-aromatic ring) may form keto ($=O$), and each R_{34} in turn is optionally substituted with up to two R_{35} ;
- R_{35} is selected from halogen, trifluoromethyl, C_{1-4} alkyl, cyano, nitro, trifluoromethoxy, amino, alkylamino, aminoalkyl, hydroxy, and C_{1-4} alkoxy;

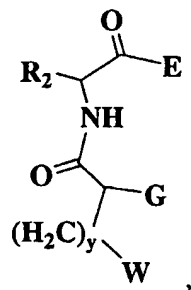
w is selected from 0, 1, or 2; and

u is selected from 0, 1, 2, and 3.

- 5 7. A compound according to claim 1, or a pharmaceutically-acceptable salt hydrate, or prodrug thereof, in which $-X(R_1)-CH(R_2)-CH(R_3)-r-(CH_2)_s-$, taken together are selected from C_{1-4} alkylene,

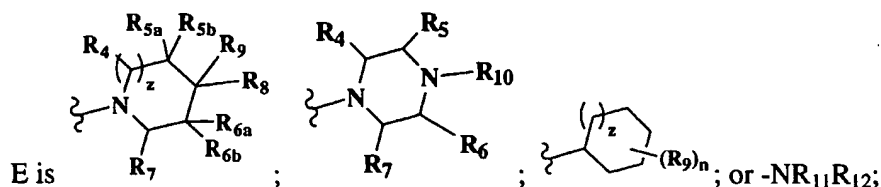


- 10 8. A compound having the formula,



or a pharmaceutically-acceptable salt, hydrate, or prodrug thereof, in which:

R₂ is C₁₋₆alkyl or C₂₋₆alkenyl optionally substituted with one to three of hydroxy, halogen, aryl, cycloalkyl, heteroaryl, and/or heterocyclo;



5 G is selected from:

a) C₂₋₆alkenyl optionally substituted with phenyl;

b) -OR₁₇, -C(=O)R₁₈, -CO₂R₁₈, -C(=O)NR₁₈R₁₉, -NR₁₈C(=O)R₁₉,
-NR₁₈CO₂R₁₉, -NR₁₈SO₂R₁₇, -SO₂R₁₇, -NR₂₀C(=O)NR₁₈R₁₉, and -SR₁₈,

10 c) C₁₋₆alkyl or C₂₋₆alkenyl (straight or branched chain) substituted with at least
one of cyano, -C(=O)R₁₈, -NR₁₈C(=O)R₁₉, -NR₁₈CO₂R₁₉, -NR₁₈SO₂R₁₇,
-SO₂R₁₇, -NR₂₀C(=O)NR₁₈R₁₉, or -SR₁₈;

d) when y is 0, G may be selected from pyrrolidinyl, piperidinyl,
pyrrolidinylalkyl, or piperidinylalkyl;

15 W is selected from -NR₂₁R₂₂, -NR₂₁C(=O)R₂₄, -NR₂₁CO₂R₂₄, or a substituted or
unsubstituted heterocyclo, heteroaryl, or cycloalkyl group selected from
azetidiny, imidazolyl, imidazolidinyl, pyrazolyl, pyridyl, pyrazinyl, pyridazinyl,
1,2-dihydropyridazinyl, pyranyl, tetrahydropyranyl, piperazinyl, homopiperazinyl,
pyrrolyl, pyrrolidinyl, piperidinyl, thiazolyl, tetrahydrothiazolyl, thienyl, furyl,
20 tetrahydrofuryl, morpholinyl, isoquinolinyl, tetrahydroisoquinolinyl, tetrazolyl,
oxazolyl, tetrahydro-oxazolyl, and C₃₋₇cycloalkyl, wherein said heteroaryl,
heterocyclo or cycloalkyl groups may additionally have fused thereto an
optionally substituted five-to-seven membered heterocyclic, heteroaryl, or
carbocyclic ring;

25 R₄ and R₇ are independently selected from hydrogen, alkyl, substituted alkyl, halogen,
hydroxy, alkoxy, and keto;

R₅, R_{5a}, R_{5b}, R₆, R_{6a}, R_{6b}, R₈ and R₉ are independently hydrogen, halogen, cyano, alkyl, substituted alkyl, alkenyl, hydroxy, alkoxy, alkoxycarbonyl, acyl, cycloalkyl, heterocyclo, aryl, or heteroaryl; or R_{5a} and R_{5b}, R_{6a} and R_{6b}, or R₈ and R₉ taken together form a keto group (=O) or a monocyclic or bicyclic cycloalkyl or heterocyclo joined in a spiro fashion to ring E, or alternatively, R_{5a} and/or R_{5b} together with R₈ and/or R₉, or R_{6a} and/or R_{6b} together with R₈ and/or R₉, join together to form a fused benzene or heterocyclo ring;

R₁₀ is selected from hydrogen, alkyl, substituted alkyl, cycloalkyl, aryl, heteroaryl, or heterocyclo;

R₁₁ is hydrogen or C₁₋₈alkyl;

R₁₂ is C₁₋₈alkyl, substituted C₁₋₈alkyl, or cycloalkyl;

R₁₇ is alkyl, cycloalkyl, aryl, heterocyclo, or heteroaryl;

R₁₈, R₁₉, and R₂₀ are independently selected from hydrogen, alkyl, alkenyl, aryl, heteroaryl, cycloalkyl, heterocyclo, C(=O)R₂₈ or a C₁₋₄alkyl or C₂₋₄alkenyl substituted with one or more of aryl, heteroaryl, cycloalkyl, heterocyclo, alkoxycarbonyl, phenyloxy, benzyloxy, and phenyl, and each of said ringed groups of R₁₈, R₁₉, and R₂₀ in turn is optionally substituted with one to two R₃₆;

R₂₁ and R₂₂ are selected from alkyl and substituted alkyl;

R₂₃ and R₂₄ are independently hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, heterocyclo, and cycloalkyl;

R₂₈ is hydrogen, alkyl, or substituted alkyl;

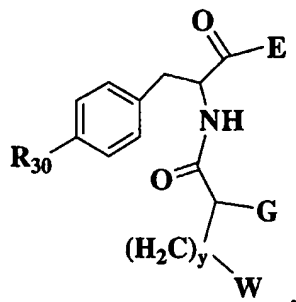
R₃₆ is halogen, methoxy, nitro, phenyl, phenyloxy, or alkylamino;

n is 0, 1, 2, 3 or 4;

y is 0, 1, 2, 3 or 4; and

z is 0, 1, or 2.

9. A compound according to claim 8, or a pharmaceutically-acceptable salt, hydrate, or prodrug thereof, having the formula:



- 5 wherein G is $-NR_{18}C(=O)R_{19}$;

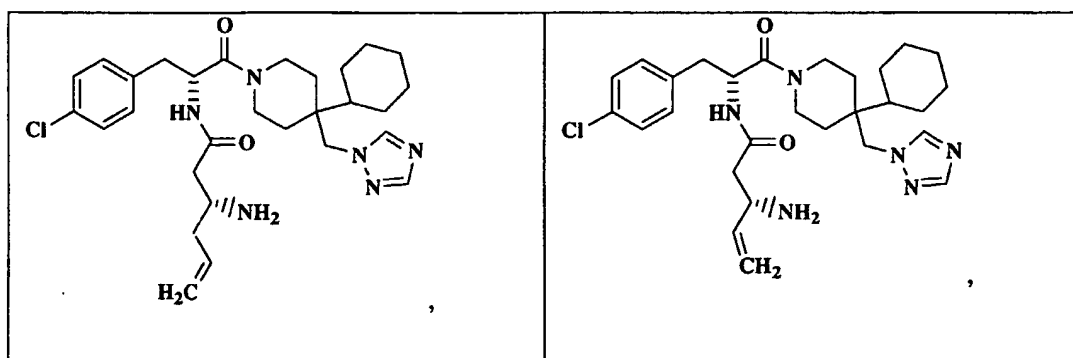
R_{18} and R_{19} are hydrogen, lower alkyl, or phenyl;

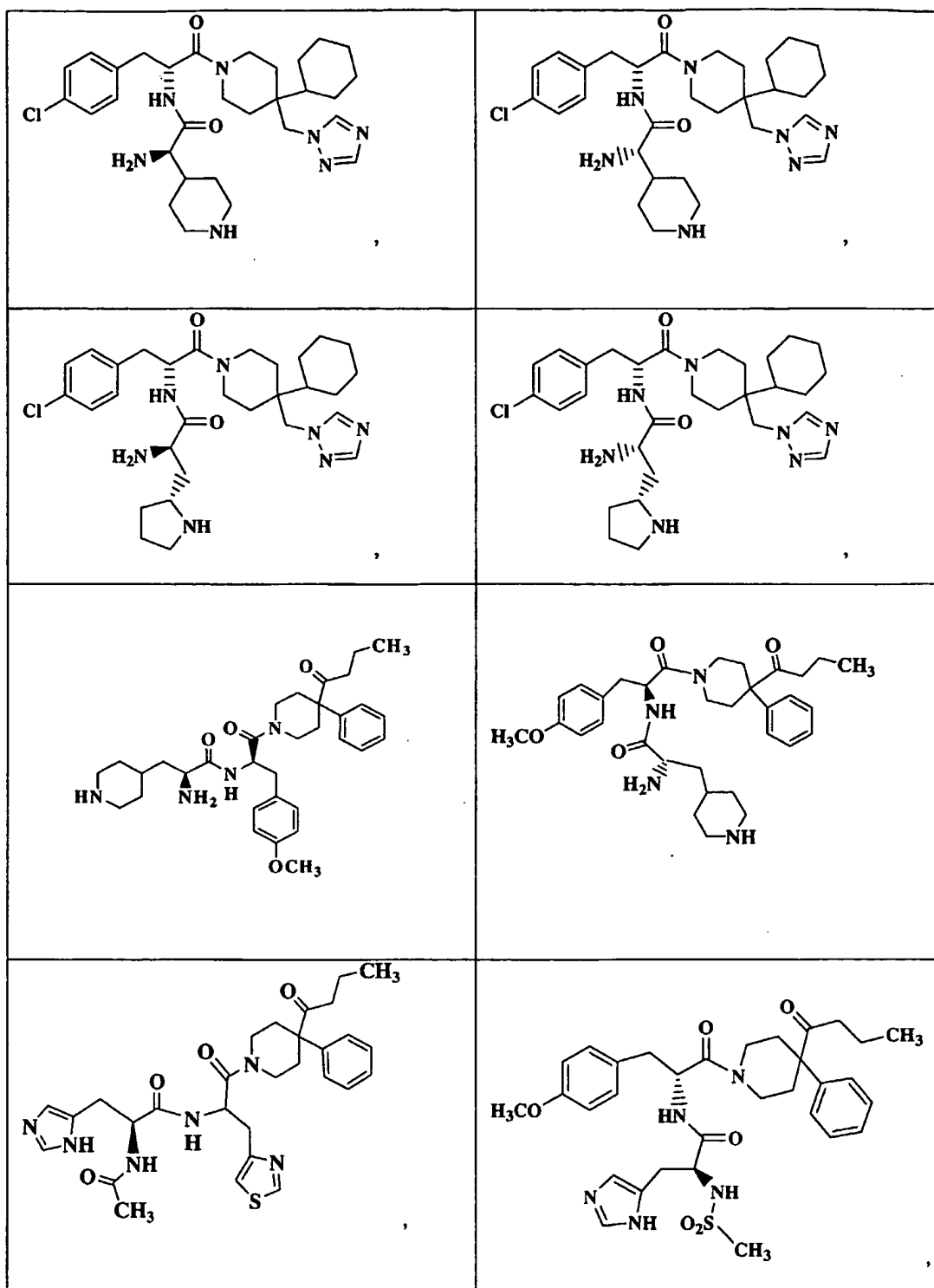
W is azetidiny, $-NH_2$, $NH(\text{lower alkyl})$, $N(\text{lower alkyl})_2$, or imidazolyl;

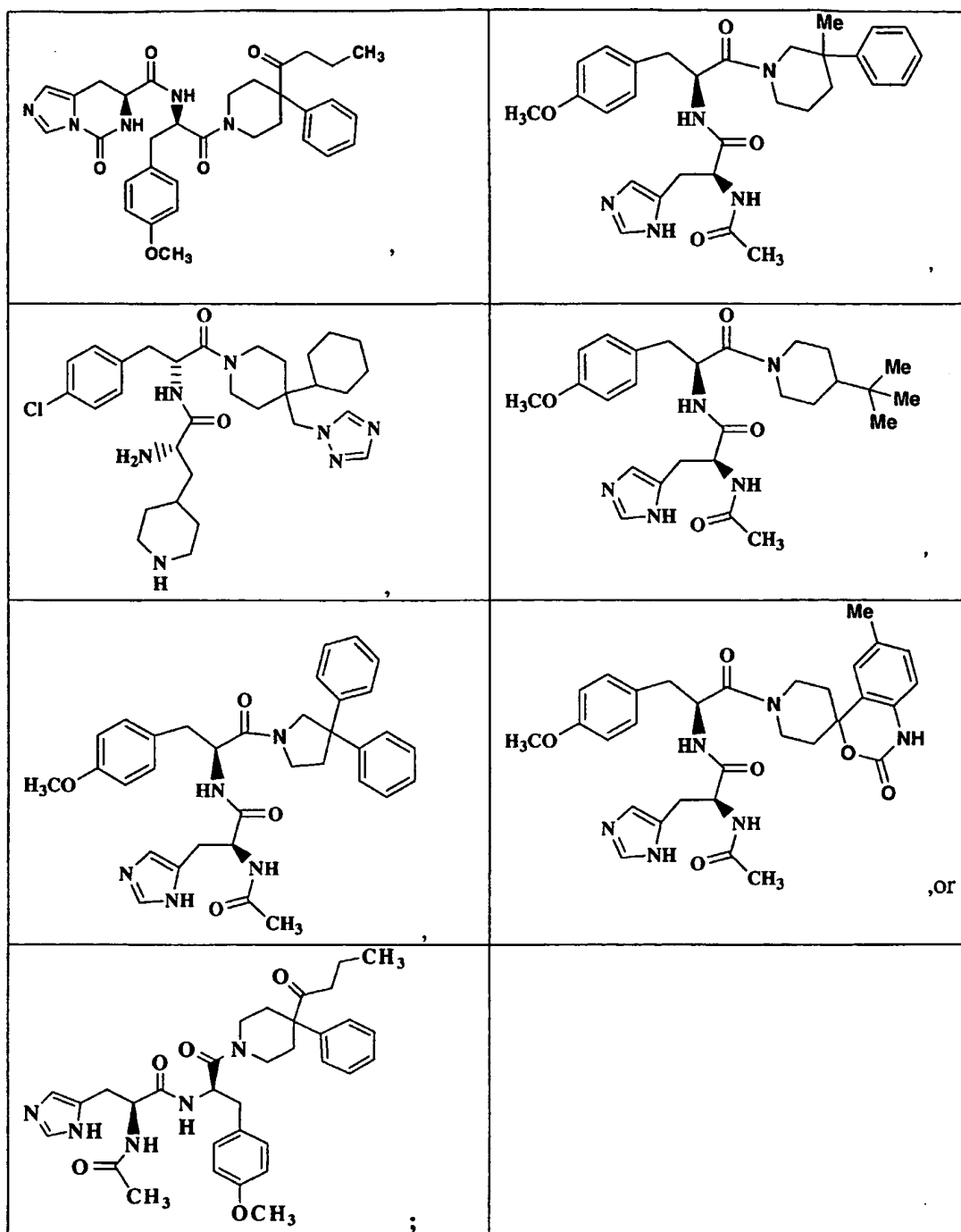
R_{30} is C_{1-4} alkyl, hydroxy, methoxy, ethoxy, halogen, nitro, cyano, amino, C_{1-4} alkylamino, phenyl, or $C(=O)$ phenyl; and

- 10 y is 0, 1, or 2.

10. A compound according to claim 1 having the formula,







or a pharmaceutically-acceptable salt, hydrate, or prodrug thereof.

11. A pharmaceutical composition comprising at least one compound according to any one of claims 1, 2, 3, 4, 5, 6, 7, 8, 9, or 10, a pharmaceutically-acceptable salt, hydrate, or prodrug thereof; and a pharmaceutically-acceptable carrier or
5 diluent.

12. A pharmaceutical composition comprising (i) at least one compound according to any one of claims 1, 2, 3, 4, 5, 6, 7, 8, 9, or 10, a pharmaceutically-
10 acceptable salt, hydrate, or prodrug thereof; (ii) at least one second compound effective for treating an inflammatory or immune disease; and (iii) a pharmaceutically-acceptable carrier or diluent.

13. Use of a compound according to any one of claims 1, 2, 3, 4, 5, 6, 7, 8, 9,
15 or 10, or a pharmaceutically-acceptable salt, hydrate, or prodrug thereof, for treating a melanocortin-receptor associated condition.

application No.

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